Disclosure Brochure

March 2023

Wealth Legacy Institute, Inc.

A Registered Investment Adviser

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This brochure provides information about the qualifications and business practices of Wealth Legacy Institute, Inc. ("WLI"). If you have any questions about the contents of this brochure, please contact us at (303) 753-7578. 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. WLI is a Registered Investment Adviser. Registration as an Investment Adviser with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Additional information about WLI is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as an IARD number. The IARD number for WLI is IARD# 144152.

ITEM 2 – MATERIAL CHANGES

SUMMARY OF MATERIAL CHANGES

This section of the Brochure will address only those "material changes" that have been incorporated since our last delivery or posting of this document on the SEC's public disclosure website (IAPD) www.adviserinfo.sec.gov.

Since the last ADV Annual Amendment was filed on January 26, 2022, Wealth Legacy Institute has made the following material changes:

- On March 1, 2023, Wealth Legacy Group updated their address.

Currently, a free copy of our Brochure can be requested by contacting Kimberly L. Curtis, Chief Executive Officer of WLI at (303) 753-7578. The Brochure is also available on our website at www.WealthLegacyInstitute.com.

We encourage you to read this document in its entirety.

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ITEM 4 – ADVISORY BUSINESS

This Disclosure document is being offered to you by Wealth Legacy Institute, Inc. ("WLI" or "Firm") about the investment advisory services we provide. It discloses information about our services and the way those services are made available to you, the Client.

WLI is principally owned by Kimberly L. Curtis, who also serves as the Firm's Chief Executive Officer. WLI is a forward-thinking registered investment advisory firm founded in 2007. We are dedicated to adding value to clients through integrated financial planning, tax-efficient investment management, estate planning advice and family wealth advisory services. We are committed to helping clients build, manage, and preserve their wealth. WLI provides services that help clients to achieve their stated financial goals. We will offer an initial complimentary meeting upon our discretion; however, investment advisory services are initiated only after you and WLI execute an Investment Management Agreement.

While this brochure generally describes the business of WLI, certain sections will also discuss the activities of its Supervised Persons, which refer to the WLI's officers, directors (or other persons occupying a similar status or performing similar functions), employees, or any other person who provides investment advice on WLI's behalf and is subject to WLI's supervision or control.

INVESTMENT ADVISORY AND WEALTH MANAGEMENT SERVICES

WLI's mission is to serve clients. Our focus has been unwavering. We do this by our commitment to transparent pricing, minimizing potential conflicts of interest and providing actionable advice. We use our firm-wide expertise to help each client define their ideal future and help bring that plan into action. We primarily allocate client assets among individual stocks, bonds, exchange traded funds ("ETFs"), options, mutual funds, cash and other public and private securities or investments. All of which are considered asset allocation categories for the client's investment strategy.

During personal discussions with clients, we determine the client's objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review a client's prior investment history, as well as family composition and background. we use this information to develop a client's personal profile and investment plan. We then create and manage the client's investments based on that policy and plan. Once we have determined the types of investments to be included in a client's portfolio and have allocated the assets, we provide ongoing investment review and management services on a discretionary basis. Within our discretionary relationship, we will make changes to the portfolio, as we deem appropriate, to meet client financial objectives. We trade these portfolios based on the combination of our market views and client objectives, using our investment process. Clients can impose reasonable restrictions or mandates on the management of their account if WLI determines, in its sole discretion, the conditions will not materially impact the performance of a management strategy or prove overly burdensome to WLI's management efforts. It is the client's obligation to notify us immediately if circumstances have changed with respect to their goals.

However, where certain inefficiencies present themselves or we believe that a manager has an unusual advantage in a marketplace, WLI will suggest or and employ other strategies. These strategies could include the engagement of an independent investment managers ("IIM"), mutual funds, exchange-traded funds ("ETFs"), alternative investments, or other listed securities, in accordance with the investment objectives of its individual clients.

Where appropriate, WLI will also provide advice about client-selected securities, legacy positions, or other investments held in client portfolios. Typically, these are assets that are ineligible to be custodied at our primary custodian. Clients will engage us to advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance, annuity contracts, and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans).

Alternative investments represent asset classes outside the realm of traditional stocks, bonds, mutual funds, ETFs, and cash equivalents. Where determined suitable for a client, WLI will utilize or otherwise recommend alternative investments.

Clients have a direct and beneficial interest in their securities, rather than an undivided interest in a pool of securities. We do have limited authority to direct the Custodian to deduct our investment advisory fees from your accounts, but only with the appropriate written authorization from clients. In most cases, at least a partial cash balance will be maintained in a money market account so that our firm can debit advisory fees for our services related to this service.

You are advised and are expected to understand that our past performance is not a guarantee of future results. Certain market and economic risks exist that adversely affect an account's performance. This could result in capital losses in your account.

INDEPENDENT INVESTMENT MANAGERS ("IIM")

As mentioned above, where deemed appropriate, WLI shall allocate client assets to certain Independent Managers to actively manage those assets. The specific terms and conditions under which the client engages an Independent Investment Manager are set forth in a separate written agreement between the designated Independent Manager and either WLI or the client. In addition to this brochure, clients also receive the written disclosure documents of the designated Independent Managers engaged to manage their assets.

Investment advice and trading of securities will only be offered by or through the chosen IIM. Our firm will not offer advice on any specific securities or other investments in connection with this service. Prior to referring clients, our firm will provide initial due diligence on IIM and ongoing reviews of their management of client accounts. When employed, WLI evaluates various information about the Independent Investment Manager it chooses to manage client portfolios, which could include the Independent Investment Managers' public disclosure documents, materials supplied by the Independent Managers themselves and other third-party analyses it believes are reputable. To the extent possible, WLI seeks to assess the IIM's investment strategies, past performance and risk results to its clients' individual portfolio allocations and risk exposure. WLI also takes into consideration each IIM's management style, returns, reputation, financial strength, reporting, pricing, and research capabilities, among other factors.

WLI will periodically review IIM reports provided to the client at least annually. WLI will contact clients from time to time in order to review their financial situation and objectives; communicate information to IIM's as warranted; and assist the client in understanding and evaluating the services provided by the IIM. Clients will be expected to notify our firm of any changes in their financial situation, investment objectives, or account restrictions that could affect their financial standing.

FINANCIAL PLANNING

Additionally, Wealth Legacy Institute offers integrated financial planning and investment management services in a collaborative holistic approach. The range of services depends upon the specific needs of the WLI's individual clients and address any or all of the following areas:

- General Financial Oversight (net worth / cash flow)
- Risk Management Review (life, disability, health, long-term care, property/casualty) Investment Management (portfolio allocation, risk tolerance)
- Retirement Planning (needs analysis, time horizon) Tax Planning (tax minimization, tax loss harvesting)
- Wealth Transfer and Estate Planning (succession, trusts, wills)
- Family Enterprise (governance, leadership, education)
- Philanthropic Planning (strategy, coaching)

A written evaluation of each client's initial situation or Financial Plan is provided to the client. An annual review will be provided by the Adviser, if indicated by the Client and Adviser per the Agreement. More frequent reviews occur but are not necessarily communicated to the client unless immediate changes are recommended.

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In performing these services, WLI is not required to verify any information received from the client or from the client's other professionals (e.g., attorneys, accountants, etc.) and is expressly authorized to rely on such information.

WLI may recommend the services of itself or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if clients engage WLI to provide additional services. Clients retain absolute discretion over all decisions regarding implementation and are under no obligation to act upon any of the recommendations made by WLI under a financial planning engagement or to engage the services of any such, recommended professionals, including WLI itself. Clients are advised that it remains their responsibility to promptly notify the Firm of any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising WLI's previous recommendations and/or services.

RETIREMENT PLANNING & ROLLOVER RECOMMENDATIONS

As part of our advisory and financial planning services, WLI may provide you recommendations and advice concerning your employer retirement plan or individual retirement accounts ("IRAs"). WLI acts as a fiduciary 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. Our recommendations may include you considering withdrawing assets from your employer's retirement plan or other qualified account and rolling the assets over to an IRA.

A client or prospect leaving an employer typically has four options regarding an existing retirement plan (and could engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) rollover to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). WLI may recommend an investor roll over plan assets to an IRA for which WLI provides investment advisory services. As a result, WLI and its representatives may earn an asset-based fee. In contrast, a recommendation that a client or prospective client leave their plan assets with their previous employer or roll over the assets to a plan sponsored by a new employer will generally result in no compensation to our Firm. Our Firm therefore has an economic incentive to encourage a client to roll plan assets into an IRA that our WLI will manage, which presents a conflict of interest. To mitigate the conflict of interest, there are various factors that WLI will consider before recommending a rollover, including but not limited to: (i) the investment options available in the plan versus the investment options available in an IRA, (ii) fees and expenses in the plan versus the fees and expenses in an IRA, (iii) the services and responsiveness of the plan's investment professionals versus those of WLI, (iv) protection of assets from creditors and legal judgments, (v) required minimum distributions and age considerations, and (vi) employer stock tax consequences, if any. All rollover recommendations are reviewed by our Firm's Chief Executive Officer and remains available to address any questions that a client or prospective client has regarding the oversight.

EDUCATIONAL SEMINARS, WORKSHOPS & SPEAKING ENGAGEMENTS

From time to time, our Investment Advisor Representatives ("IARs") may present financial or investment related seminars to educate our clients and/or the general investing public. The seminar materials and any handouts provided may either be prepared by an IAR or by an unaffiliated publisher or distributor of investment seminar materials. The materials presented at the seminars and the seminars in general are intended to be purely educational in nature. Neither the information discussed at seminars, nor the information contained in the seminar materials or any handouts, which may be distributed, are intended as specific investment advice. We do not support that any information provided to you during a seminar will be appropriate for your situation or will help you to meet your financial goals or objectives.

Your attendance at a seminar does not require you to complete an advisory agreement with our IAR. If you attend a seminar, you are our client for purposes of the seminar only. You cease to be our client following the conclusion of the seminar unless you subsequently engage us to provide additional advisory services through the execution of an Advisory Service Agreement.

GENERAL INFORMATION

Where appropriate, Wealth Legacy Institute will work with a client's other advisors to ensure consistent execution of suggested strategies. Prior to engaging WLI to provide any of the foregoing advisory or planning services, clients are required to enter into one or more written agreements with Wealth Legacy Institute setting forth the relevant terms and conditions under which WLI renders its services (collectively the "Agreement"). It is the client's obligation to notify us immediately if circumstances have changed with respect to their goals.

Investment Advisory, Wealth Management, and Planning Services offered by WLI shall not be considered legal, tax, or accounting advice. Clients should coordinate and discuss the impact of financial advice with an attorney and/or tax professional. Transactions in accounts, re-allocations and/or rebalancing can trigger a taxable event, with the exceptions of IRA accounts and other qualified retirement accounts. Performance might suffer due to difficulties with diversifying smaller accounts. In addition, smaller account performance might vary from larger accounts due to market fluctuations that could impact smaller accounts more and the effects of compounding might be greater in larger accounts.

ELECTRONIC DELIVERY OF DOCUMENTS

Upon a written agreement, WLI is authorized to provide all personal financial information, including statements, electronically. This could include the client's quarterly invoice detailing the calculation of fees, any notices, and other communications or disclosures, including WLI's annual Form CRS, ADV Part 2A, ADV Part 2B Brochures, and Privacy Policy. The client must provide a valid email address for this purpose. It is the client's obligation to notify us immediately if the email address or authorization has changed.

WRAP FEE PROGRAM

Our Firm does not sponsor a Wrap Fee Program.

ASSETS

As of December 31, 2022, WLI had $174, 838,451 in assets under management, all of which were managed on a discretionary basis.

ITEM 5 – FEES AND COMPENSATION

INVESTMENT ADVISORY AND WEALTH MANAGEMENT FEES AND COMPENSATION

Our Firm charges a fee as compensation for providing Investment Advisory and Wealth Management services on your account. These services include advisory services, trade entry, investment supervision, and other account maintenance activities.

A calendar quarterly investment management fee is billed in arrears based on the average daily balance of your account during the previous calendar month. Our maximum annual advisory fee is 1.5%. Wealth Legacy Institute generally charges 0.95%, based on the market value of the assets being managed by the WLI, although that amount can be higher or lower depending on various circumstances. WLI, in its sole discretion, is permitted to negotiate a greater or lesser fee based upon certain criteria, such as the complexity of the client's portfolio, the level of expertise required to service the account, the staff time involved in servicing the account, potential value added to the client for the services to be provided, pre-existing client relationships, anticipated future additional assets, dollar amount of assets to be managed, account retention and pro bono activities among other factors. Related client accounts may be aggregated for purposes of calculating fees. WLI shall waive its advisory fee at any time when it deems it appropriate and/or necessary. The independent and qualified custodian holding your funds and securities will debit your account directly for the advisory fee and pay that fee to us. When establishing a relationship with WLI, you will provide written authorization permitting the fees to be paid directly from your account held by the qualified custodian. It should be noted that lower fees for comparable services might be available from other sources. Our employees and their family related accounts are charged a reduced fee for our services.

Additional fees and expenses you could possibly incur are brokerage commissions, principal markups and discounts, SEC fees, mutual fund/ETF expense ratios, mutual fund 12B-1 fees, tax withholding on certain foreign securities, postage fees, wire fees, bank charges, and other administration fees as authorized by you. *Please refer to Section 12 for information on brokerage fees and services.* The qualified Custodian agrees to deliver an account statement to you on a monthly basis indicating all the amounts deducted from the account including our advisory fees.

Either WLI or you are permitted to terminate this Investment Management Agreement immediately upon written notice to the other party. In the event the Agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding balance is charged to the client. Upon termination, you are responsible for monitoring the securities in your account, and we will have no further obligation to act or advise with respect to those assets. In the event of client's death or disability, WLI will continue management of the account until we are notified of client's death or disability and given alternative instructions by an authorized party.

In no case are WLI fees based on, or related to, the performance of your funds or investments.

FINANCIAL PLANNING FEES

WLI generally charges a fixed fee for its financial planning services. Prior to engaging WLI to provide financial planning services, the client is required to enter into a written agreement with WLI setting forth the terms and conditions of the engagement. WLI will determine your fee for the designated financial advisory services based on a fixed fee arrangement described below.

Under our fixed fee arrangement, any fee will be agreed in advance of services being performed. The fee will be determined based on factors including the complexity of your financial situation, agreed upon deliverables, and whether or not you intend to implement any recommendations through WLI. WLI's fixed fee typically does not exceed $20,000, as fixed fees for financial planning services vary, depending upon the level and scope of a particular engagement. Financial planning clients are billed in advance for the initial financial planning analysis; whereas existing financial planning clients are charged once annually for a plan assessment and renovation. All services are rendered within six months of the receipt of any payments made by clients.

You are permitted to terminate the financial planning agreement by providing us with written notice. There is no penalty for termination of your financial planning agreement prior to the plan being delivered to you. We will not require prepayment of more than $1,200 in fees per client, six (6) or more months in advance of providing any services.

INDEPENDENT INVESTMENT MANAGER ("IIM") FEES

As discussed in Item 4 above, there are occasions where an IIM acts as a sub-adviser to our firm. In those circumstances, the IIM manages the assets based upon the parameters provided by our firm. Under such arrangements where our firm elects to utilize an IIM, depending on the IIM contract with WLI, the total advisory fee will be collected from the custodian, our firm, or the IIM. The investment management fees charged by the designated Independent Investment Managers, together with the fees charged by the corresponding designated broker-dealer/custodian of the client's assets, exclusive of, and in addition to, WLI's investment advisory fee set forth above. As discussed below, the client could incur additional fees than those charged by WLI, the designated IIM, and corresponding broker-dealer and custodian.

Total fees for clients utilizing an IIM will not exceed 1.5%. This total fee includes WLI's portion of the investment advisory fee as well as the IIM fee. Additional fees and expenses you could possibly incur are brokerage commissions, principal markups and discounts, SEC fees, mutual fund/ETF expense ratios, mutual fund 12B-1 fees, tax withholding on certain foreign securities, postage fees, wire fees, bank charges, and other administration fees as authorized by you. Fees will be debited directly from your investment account. The fee billed is defined in the relevant Investment Management Agreement as well as in the individual Form ADV Filing of the respective Independent Investment Manager.

Account custodial services are provided by the account Custodians depending on the investment management program offered. Investment management programs differ in the services provided and method or type of management offered, and each could impose different account minimums. Programs could have higher or lower fees than other programs available through WLI or available elsewhere. Client reports will depend upon the management program selected. Please see complete details in the program brochure and custodial account agreement for each program recommended and offered.

An IIM relationship shall be terminated at the WLI's discretion. WLI is authorized to terminate the relationship with an IIM that manages your assets. WLI will notify you of instances where we have terminated a relationship with any IIM you are investing with. WLI will not conduct on-going supervisory reviews of the IIM following such termination. Factors involved in the termination of an IIM could include, but is not limited to, a failure to adhere to their stated management style or your objectives, a material change in the professional staff of the IIM, unexplained poor performance, unexplained inconsistency of account performance, or our decision to no longer include the IIM on our list of approved IIMs.

EDUCATIONAL SEMINARS, WORKSHOPS & SPEAKING ENGAGEMENT FEES

Currently, WLI does not charge for speaking engagements or providing seminars to businesses, charities, and other organizations.

ADMINISTRATIVE SERVICES

We have contracted with an unaffiliated technology firm to utilize their technology platform which supports data reconciliation, performance reporting, fee calculation, client relationship maintenance, at least quarterly performance evaluations, and other functions related to the administrative tasks of managing client accounts. Due to this arrangement, the unaffiliated technology firm will have access to client accounts but will not serve as an investment adviser to our clients. WLI and the technology firm are non-affiliated companies. The technology firm charges WLI an annual fee for each account administered by its software. Please note that the fee charged to the client will not increase due to the annual fee WLI pays to the technology firm. The annual fee is paid from the portion of the management fee retained by WLI.

ADDITIONAL FEES AND EXPENSES:

As discussed above, in all services offered through WLI, in addition to the advisory fees paid to WLI, you also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively "Financial Institutions"). These additional charges include custodial fees, charges imposed by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Our brokerage practices are described at length in Item 12, below.

When selecting investments for our clients' portfolios we might choose mutual funds on your account custodian's Non-Transaction Fee (NTF) list. This means that your account custodian will not charge a transaction fee or commission associated with the purchase or sale of the mutual fund.

The mutual fund companies that choose to participate in your custodian's NTF fund program pay a fee to be included in the NTF program. The fee that a mutual fund company pays to participate in the program is ultimately borne by the owners of the mutual fund including clients of our Firm. When we decide whether to choose a fund from your custodian's NTF list or not, we consider our expected holding period of the fund, the position size, and the expense ratio of the fund versus alternative funds. Depending on our analysis and future events, NTF funds might not always be in your best interest.

ITEM 6 - PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT

We do not charge advisory fees on a share of the capital appreciation of the funds or securities in a client account (so-called performance-based fees), nor engage side by side management.

ITEM 7 - TYPES OF CLIENTS

We provide investment advice to individuals, high net worth individuals, foundations, retirement plans, charitable organizations, trusts, estates, and corporations, limited liability companies and other business types.

Our Firm maintains a $1,000,000 minimum in aggregate investable assets. However, because trading costs are typically a fixed and per transaction cost imposed by the custodian, smaller accounts will incur incrementally higher trading costs expressed as a percentage of the account balance.

ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

METHODS OF ANALYSIS AND INVESTMENT STRATEGIES

Wealth Legacy Institute believes in the power of markets which have historically rewarded long-term investors. We believe the most important part of an investment philosophy is having one you can stick with. WLI's philosophy is centered around Modern Portfolio Theory and decades of peer-reviewed academic research that supports market efficiencies. Our goal is to create a portfolio that balances risk and return in a structured way. WLI predominately utilize the fundamental multi-factor model to construct low-cost globally diversified portfolios that incorporates the six factors of return.

- EQUITY (STOCK) FACTORS -

The Market Factor: Equities offer the potential for higher long-term investment returns than cash or fixed-income investments. Equities are also more volatile in their performance. Investors seeking higher rates of return must increase the proportion of equities in their portfolio while at the same time accepting greater variation of results.

The Company Size Factor: Small company stocks have consistently delivered higher returns than large company stocks. This is because small company stocks carry more risk, so investors expect to be paid greater returns. Over time, investing in small company funds has proven to be a prudent investment strategy because small companies have the potential to grow more, in percentage terms, than larger established firms.

The Relative Price Factor: Value investments are not the glamorous stocks that lead the news. Instead, value funds generally consist of distressed or out-of-favor companies at bargain prices. Dollar for dollar, value stocks have the potential to generate more mileage than the glitzy growth stocks.

The Expected Profitability Factor: Given two identical companies, the company that is more profitable must have a competitive advantage that drives its profits higher. Over time, these higher profits translate into higher expected returns.

- BOND (FIXED-INCOME) FACTORS -

The Term Factor: Much like the ballast on a sailboat; which provides stability in rough waters, fixed-income investments should be viewed as a way to control risk and damper the ups and downs of the stock market. Too many investors bring the equity market mindset to fixed income investing; they try to make money by investing in bond funds that offer higher yields over long periods of time. But longer-term bond funds carry higher risk, and, unlike the stock market, it's typically not risk that pays.

The Credit Quality Factor: But this increased risk also means the bond is more likely to default or be sold at a loss. Higher rated bonds, on the other hand, imply a lower risk, but the higher rating also means the interest rate will be lower. Because bonds are a stabilizer, you want to keep the risk low in your fixed-income portfolio. This can be done by investing in funds that only purchase bonds with a high-quality rating.

Bonds have three primary roles in your portfolio: to serve as a liquid reserve in the event of emergencies; to generate stable cash flow, and to provide the portfolio with stability, allowing investors to take equity risk.

We utilize publicly traded companies such as mutual funds and ETFs, or one or more portfolios of liquid securities that are professionally managed when allocating client funds, which are evaluated based on their investment process, overall expenses vs. their peers, spreads between the bid and ask, liquidity, availability, and transaction charges.

RISK OF LOSS

Investing in securities involve certain investment risks. Securities can fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. WLI will assist Clients in determining an appropriate strategy based on their tolerance for risk.

While we are alert to indications that data is possibly incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information. WLI does not represent, warrant, or imply that the services or methods of analysis used by WLI can or will predict future results, or insulate from losses due to major market corrections or crashes. Past performance is no indication of future performance. No guarantees can be offered that goals or objectives will be achieved. No promises or assumptions can be made that the advisory services offered by WLI will provide a better return than other investment strategies.

- PORTFOLIO RISK -

Risks associated with our fixed income and equity strategies include, but are not limited to, the following:

Active Management Risk: Due to its active management, a portfolio could underperform other portfolios with similar investment objectives and/or strategies.

Alternative Investment Risk: WLI's use of alternative assets is limited to the investments approved on our recommended Custodian(s) Alternative Investments platform in addition to publicly traded ETFs or '40 Act' funds with specific exposure in commodities, long/short strategies, real estate, and covered call writing. Investments classified as "alternative investments" might include a broad range of underlying assets including, but not limited to, hedge funds, private equity, venture capital, and registered, publicly traded securities. Alternative investments are speculative, not suitable for all clients and intended for only experienced and sophisticated investors who are willing to bear the high risk of the investment, which can include: loss of all or a substantial portion of the investment due to leveraging, short-selling, or other speculative investment practices; lack of liquidity in that there may be no secondary market for the fund and none expected to develop; volatility of returns; potential for restrictions on transferring interest in the fund; potential lack of diversification and resulting higher risk due to concentration of trading authority with a single advisor; absence of information regarding valuations and pricing; potential for delays in tax reporting; less regulation and typically higher fees than other investment options such as mutual funds. The SEC requires investors be accredited to invest in these more speculative alternative investments. Investing in a fund that concentrates its investments in a few holdings could involve heightened risk and result in greater price volatility.

Allocation Risk: A portfolio will use an asset allocation strategy in pursuit of its investment objective. There is a risk that a portfolio's allocation among asset classes or investments will cause a portfolio to lose value or cause it to underperform other portfolios with a similar investment objective and/or strategy, or that the investments themselves will not produce the returns expected.

Asset-Backed Securities Risk: Payment of principal and interest on asset-backed securities is dependent largely on the cash flows generated by the assets backing the securities. Further, some asset backed securities might not have the benefit of any security interest in the related assets. There is also the possibility that recoveries in the underlying collateral might not be available to support the payments on these securities. Downturns in the economy could cause the value of asset backed securities to fall, thus, negatively impacting account performance.

Call Risk: Some bonds give the issuer the option to redeem the bond before its maturity date. If an issuer exercises this option during a time of declining interest rates, the proceeds from the bond might have to be reinvested in an investment offering a lower yield and might not benefit from an increase in value as a result of declining rates. Callable bonds also are subject to increased price fluctuations during periods of market illiquidity or rising interest rates. Finally, the capital appreciation potential of a bond will be reduced because the price of a callable bond might not rise much above the price at which the issuer could call the bond.

Capitalization Risk: Small-cap and mid-cap companies could be hindered as a result of limited resources or less diverse products or services Their stocks have historically been more volatile than the stocks of larger, more established companies.

Corporate Debt Risk: The rate of interest on a corporate debt security may be fixed, floating, variable, or could vary inversely with respect to a reference rate. Corporate debt securities are subject to the risk of the issuer's inability to meet principal and interest payments on the obligation. They could also be subject to price volatility due to interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity. When interest rates rise, the value of a corporate debt security can be expected to decline. Debt securities with longer maturities tend to be more sensitive to interest rate movements than those with shorter maturities. A company default can reduce income and capital value of a corporate debt security. Moreover, market expectations regarding economic conditions and the likely number of corporate defaults could impact the value of these securities.

Credit Default Risk: The risk of loss of principal due to the borrower's failure to repay the loan or risk of liquidity from the decline in the borrower's financial strength.

Cybersecurity Risk. Cybersecurity risks include both intentional and unintentional events at WLI or one of its third-party counterparties or service providers, that could result in a loss or corruption of data, result in the unauthorized release or other misuse of confidential information, and generally compromise our Firm's ability to conduct its business. A cybersecurity breach could possibly result in a third-party obtaining unauthorized access to our clients' information, including social security numbers, home addresses, account numbers, account balances, and account holdings. Our Firm has established business continuity plans and risk management systems designed to reduce the risks associated with cybersecurity breaches. However, there are inherent limitations in these plans and systems, including certain unidentified risks, in large part because different or unknown threats could emerge in the future. As such, there is no guarantee that such efforts will succeed, especially because our Firm does not directly control the cybersecurity systems of our third-party service providers. There is also a risk of possible cybersecurity breaches that are not detected.

Duration Risk: The risk associated with the sensitivity of a bond's price to a change in interest rates. The higher a bond's (or portfolio's) duration, the greater its sensitivity to interest rate changes.

Event Risk: The possibility that an unforeseen event will negatively affect a company or industry, and thus, increase the volatility of the security.

Exchange-Traded Fund ("ETF") and Mutual Fund Risk: Investments in ETFs and mutual funds have unique characteristics, including, but not limited to, the ETF or mutual fund's expense structure. Investors of ETFs and mutual funds held within WLI client accounts bear both their WLI portfolio's advisory expenses and, indirectly, the ETF's or mutual fund's expenses. Because the expenses and costs of an underlying ETF or mutual fund are shared by its investors, redemptions by other investors in the ETF or mutual fund could result in decreased economies of scale and increased operating expenses for such ETF or mutual fund.

Additionally, the ETF or mutual fund may not achieve its investment objective. Actively managed ETFs or mutual funds could experience significant drift from their stated benchmark.

Foreign Securities Risk: Investments in or exposure to foreign securities involve certain risks not associated with investments in or exposure to securities of U.S. companies. Foreign securities subject a portfolio to the risks associated with investing in the particular country of an issuer, including the political, regulatory, economic, social, diplomatic, and other conditions or events (including, for example, military confrontations, war, and terrorism), occurring in the country or region, as well as risks associated with less developed custody and settlement practices. Foreign securities may be more volatile and less liquid than securities of U.S. companies and are subject to the risks associated with potential imposition of economic and other sanctions against a particular foreign country, its nationals or industries or businesses within the country. In addition, foreign governments could impose withholding or other taxes on income, capital gains or proceeds from the disposition of foreign securities, which could reduce a portfolio's return on such securities.

Frequent Trading Risk: A portfolio manager may actively and frequently trade investments in a portfolio to carry out its investment strategies. Frequent trading of investments increases the possibility that a portfolio, as relevant, will realize taxable capital gains (including short-term capital gains, which are generally taxable at higher rates than long-term capital gains for U.S. federal income tax purposes), which could reduce a portfolio's after-tax return. Frequent trading can also mean higher brokerage and other transaction costs, which could reduce a portfolio's return. The trading costs and tax effects associated with portfolio turnover can adversely affect its performance.

Government Securities Risk: Not all U.S. government securities are backed by the full faith and credit of the U.S. government. It is possible that the U.S. government would not provide financial support to certain of its agencies or instrumentalities if it is not required to do so by law. If a U.S. government agency or instrumentality defaults and the U.S. government does not stand behind the obligation, returns could be negatively impacted. The U.S. government guarantees payment of principal and timely payment of interest on certain U.S. government securities.

Interest Rate Risk: Prices of fixed income securities tend to move inversely with changes in interest rates. As interest rates rise, bond prices typically fall and vice versa. The longer the effective maturity and duration of a strategy's portfolio, the more the performance of the investment is likely to react to interest rates.

Issuer Risk: The risk that an issuer of a security may perform poorly, and therefore, the value of its securities could decline. Poor performance may be caused by poor management decisions, competitive pressures, breakthroughs in technology, reliance on suppliers, labor problems or shortages, corporate restructurings, fraudulent disclosures, natural disasters or other events, conditions, or factors.

Liquidity Risk: The risk that exists when a security's limited marketability prevents it from being bought or sold quickly enough to avoid or minimize a loss. This risk is particularly relevant in the bond market, although it can also be a risk when transacting in small cap securities and certain other stocks.

Market Risk: When the stock market strongly favors a particular style of equity investing, some or all of WLI 's equity strategies could underperform. The performance of clients' accounts could suffer when WLI 's particular investment strategies are out of favor. For example, WLI 's large cap equity strategies could underperform when the market favors smaller capitalization stocks. WLI 's strategies with exposure to small/mid cap stocks could underperform when the market favors larger cap stocks. Additionally, growth securities could underperform when the market favors value securities.

Market and Timing Risk: Prices of securities could possibly become more volatile due to general market conditions that are not specifically related to a particular company, such as adverse economic conditions or outlooks, adverse investor sentiment, changes in the outlook for corporate earnings, or changes in interest rates.

Municipal Bond Risk: Investments in municipal bonds are affected by the municipal market as a whole and the various factors in the particular cities, states, or regions in which the strategy invests. Issues such as legislative changes, litigation, business, and political conditions relating to a particular municipal project, municipality, state or territory, and fiscal challenges can impact the value of municipal bonds. These matters can also impact the ability of the issuer to make payments. Also, the amount of public information available about municipal bonds is generally less than that for corporate equities or bonds. Additionally, supply and demand imbalances in the municipal bond market can cause deterioration in liquidity and lack of price transparency.

Option Risk: Variable degree of risk. Transactions in options carry a high degree of risk. Purchasers and sellers of options should familiarize themselves with the type of option (i.e., put or call) which they contemplate trading and the associated risks. Traders of options should calculate the extent to which the value of the options must increase for the position to become profitable, taking into account the premium and all transaction costs.

Performance of Underlying Managers: We select the mutual funds and ETFs in the portfolios. However, we depend on the manager of such funds to select individual investments in accordance with their stated investment strategy.

Prepayment Risk: Similar to call risk, this risk is associated with the early unscheduled repayment of principal on a fixed income security. When principal is returned early, future interest payments will not be paid. The proceeds from the repayment may be reinvested in securities at a lower, prevailing rate.

Reinvestment Risk: The risk that future cash flows, either coupons or the final return of principal, will need to be reinvested in lower-yielding securities.

Sector Risk: At times, a portfolio could have a significant portion of its assets invested in securities of companies conducting business in a related group of industries within an economic sector. Companies in the same economic sector could be similarly affected by economic, regulatory, political or market events or conditions, which make a portfolio more vulnerable to unfavorable developments in that economic sector than portfolios that invest more broadly. Generally, the more a portfolio diversifies its investments, the more it spreads risk and potentially reduces the risks of loss and volatility.

The risk that the strategy's concentration in equities or bonds in a specific sector or industry will cause the strategy to be more exposed to the price movements in and developments affecting that sector.

Securities Lending Risk: Securities lending involves the risk that the fund loses money because the borrower fails to return the securities in a timely manner or at all. The fund could also lose money if the value of the collateral provided for loaned securities, or the value of the investments made with the cash collateral, falls. These events could also trigger adverse tax consequences for the fund.

State Risk: Portfolios with state or region-specific customizations will be more sensitive to the events that affect that state's economy and stability. Portfolios with a higher concentration of bonds in a state or region could have higher credit risk exposure, especially if the percentage of assets dedicated to the state is invested in fewer issuers.

Tax Liability Risk: The risk that the distributions of municipal securities become taxable to the investor due to noncompliant conduct by the municipal bond issuer or changes to federal and state laws. These adverse actions would likely negatively impact the prices of the securities.

Valuation Risk: The lack of an active trading market and/or volatile market conditions can make it difficult to obtain an accurate price for a fixed income security. There are uncertainties associated with pricing a security without a reliable market quotation, and the resulting value could be very different than the value of what the security would have been if readily available market quotations had been available.

ITEM 9 - DISCIPLINARY INFORMATION

We do not have any legal, financial, or other "disciplinary" item to report.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

WLI is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons.

INDUSTRY ACTIVITIES

Kim Curtis, Managing Member of the Firm, is the author of Money Secrets: Keys to Smart Investing and Retirement Secrets: Keys to Retire Happy, Healthy and Free. Kim receives compensation from the sale of her book and promotion from her book through Amazon. Amazon is a separate entity used for book sales. All advertising that is affiliated with the firm will be reviewed and approved by the firm and retained as books and records for the firm. The time Kim Curtis spends on this activity is less than 5% of her time.

INDEPENDENT INVESTMENT MANAGERS

WLI has developed several programs, previously described in Item 4 and 5 of this disclosure brochure, designed to allow to recommend and select independent investment managers for you. Please refer to Items 4 and 5 for full details regarding the programs, fees, conflicts of interest and materials arrangements when WLI selects other investment advisers. No Independent Manager will be utilized until it is verified that the firm has been properly registered in the appropriate jurisdiction(s).

OTHER FINANCIAL AFFILIATIONS

WLI does not have a related company that is a (1) broker/dealer, municipal securities dealer, government securities dealer or broker, (2) investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund), (3) other investment adviser or financial planner, (4) futures commission merchant, commodity pool operator, or commodity trading advisor, (5) banking or thrift institution, (6) accountant or accounting firm, (7) lawyer or law firm, (8) insurance company or agency, (9) pension consultant, (10) real estate broker or dealer, or (11) sponsor or syndicator of limited partnerships.

ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

WLI and persons associated with us are allowed to invest for their own accounts, or to have a financial investment in the same securities or other investments that we recommend or acquire for your account and may engage in transactions that are the same as or different than transactions recommended to or made for your account. This creates a conflict of interest. We recognize the fiduciary responsibility to act in your best interest and have established polices to mitigate conflicts of interest.

We have developed and implemented a Code of Ethics that sets forth standards of conduct expected of our advisory personnel to mitigate this conflict of interest. The Code of Ethics addresses, among other things, personal trading, gifts, and the prohibition against the use of inside information.

The Code of Ethics is designed to protect our clients to detect and deter misconduct, educate personnel regarding the Firm's expectations and laws governing their conduct, remind personnel that they are in a position of trust and must act with complete propriety at all times, protect the reputation of WLI , safeguard against the violation of the securities laws, and establish procedures for personnel to follow so that we are able to determine whether their personnel are complying with the Firm's ethical principles.

We have established the following restrictions in order to ensure our Firm's fiduciary responsibilities:

- A director, officer, or employee of WLI shall not buy or sell any securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry

No supervised employee of WLI shall prefer his or her own interest to that of the advisory client. Trades for supervised employees are traded alongside client accounts

- We maintain a list of all securities holdings of anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by an appropriate officer/individual of WLI
- We emphasize the unrestricted right of the client to decline implementation of any advice rendered, except in situations where we are granted discretionary authority of the client's account
- We require that all supervised employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices
- Any supervised employee not in observance of the above may be subject to termination
- Associated persons are not permitted to affect for himself/herself or for accounts in which he/she holds a beneficial interest, any transactions in a security which is being actively recommended to any of our clients, unless in accordance with the Firm's procedures.

You may request a complete copy of our Code by contacting us at the address, telephone, or email on the cover page of this Part 2A; ATTN: Kimberly L. Curtis, Chief Executive Officer.

ITEM 12 - BROKERAGE PRACTICES

For the past several years, our Firm has participated in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade") member FINRA/SIPC. TD Ameritrade is presently an independent and unaffiliated SEC-registered broker-dealer but has recently been acquired by Charles Schwab & Co. Inc., "Schwab". TD Ameritrade offers services to independent investment advisors that include custody of securities, trade execution, clearance, and settlement of transactions. Advisor receives some benefits from TD Ameritrade through its participation in the program. (Please see the disclosure under Item 14 below.) Our Firm will be transitioning to Schwab. During our transition to Schwab, new clients will be onboarded to the Schwab platform, while existing clients will remain on the TD platform until a pre-announced turnover date, in order to assure the smoothest transition. Schwab's Brokerage Services In addition to the advisory services, the wrap fee program includes certain brokerage services of Charles Schwab & Co., Inc. ("Schwab") a broker-dealer registered with the Securities and Exchange Commission and a member of FINRA and SIPC. We are independently owned and operated and not affiliated with Schwab. Schwab will act solely as a broker-dealer and not as an investment advisor to you. It will have no discretion over your account and will act solely on instructions it receives from us or you. Schwab has no responsibility for our services and undertakes no duty to you to monitor our firm's management of your account or other services we provide to you. Schwab will hold your assets in a brokerage account and buy and sell securities and execute other transactions when we, or you, instruct them to. We do not open the account for you. (Please see the disclosure under Item 14 below.)

Our Firm does not maintain custody of your assets on which we advise, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (*s*ee Item 15—Custody, below). Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We require that our clients use TD Ameritrade (TD) or Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian.

We are independently owned and operated and are not affiliated with either TD or Schwab. Either TD or Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we require that you use either TD or Schwab as custodian/broker, you will decide whether to do so and will open your account with TD or Schwab by entering into an account agreement directly with them. Conflicts of interest associated with this arrangement are described below as well as in Item 14 (Client referrals and other compensation). You should consider these conflicts of interest when selecting your custodian.

We do not open the account for you, although we may assist you in doing so. If you do not wish to place your assets with TD or Schwab, then we cannot manage your account. Even though your account is maintained at TD or Schwab, and we anticipate that most trades will be executed through TD or Schwab, we can still use other brokers to execute trades for your account as described below.

HOW WE SELECT BROKERS/CUSTODIANS

We seek to recommend a custodian/broker who will hold client assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for client accounts)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to WLI and our other clients
- Availability of other products and services that benefit us, as discussed below (see Products and Services Available to Us from Schwab)

CLIENT BROKERAGE

We have determined that having TD or Schwab execute most trades is consistent with our duty to seek "best execution" of client trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see How We Select Brokers/Custodians).

PRODUCTS AND SERVICES AVAILABLE TO US

TD and Schwab Advisor Services™ (formerly called Schwab Institutional®) business is serving independent investment advisory firms like us. They provide WLI and our clients with access to its institutional brokerage, trading, custody, reporting, and related services, many of which are not typically available to TD or Schwab retail customers. TD and Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts; others help us manage and grow our business. Support services generally are available to WLI on an unsolicited basis (we do not have to request them) and at no charge to us. These are considered soft dollar benefits because there is an incentive to do business with TD or Schwab. This creates a conflict of interest. We recognize the fiduciary responsibility to act in your best interest and have established policies in this regard to mitigate any conflicts of interest.

Following is a more detailed description of Schwab's support services:

SERVICES THAT BENEFIT OUR CLIENTS

TD and Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through TD or Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit our clients and their accounts.

SERVICES THAT MIGHT NOT DIRECTLY BENEFIT OUR CLIENTS

TD and Schwab also make available to us other products and services that benefit us but may not directly benefit our clients or their accounts. These products and services assist us in managing and administering our clients' accounts. They include investment research, for TD and Schwab's own, and that of third parties. We have the ability to use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at TD or Schwab. In addition to investment research, TD and Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

SERVICES THAT GENERALLY BENEFIT ONLY US

TD and Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

TD or Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. TD and Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. TD or Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

OUR INTEREST IN SCHWAB'S SERVICES

The availability of these services from TD and Schwab benefits us because we do not have to produce or purchase them. These services are not contingent upon us committing any specific amount of business to TD or Schwab in trading commissions. We believe that our selection of TD or Schwab as custodian and broker is in the best interests of our clients.

Some of the products, services and other benefits provided by TD or Schwab benefit WLI and might not benefit our client accounts. Our recommendation or requirement that you place assets in TD or Schwab's custody could be based in part on benefits TD and Schwab provides to us, or our agreement to maintain certain Assets Under Management at TD or Schwab, and not solely on the nature, cost or quality of custody and execution services provided by TD and Schwab. This is a conflict of interest. We believe this arrangement is in the client's best interest and have developed polices to mitigate this conflict.

We place trades for our clients' accounts subject to its duty to seek best execution and its other fiduciary duties. TD or Schwab's execution quality could be different than other custodians.

TRADE ERRORS

We have implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. Consistent with our fiduciary duty, it is our policy to correct trade errors in a manner that is in the best interest of the client. In cases where the client causes the trade error, the client will be responsible for any loss resulting from the correction. Depending on the specific circumstances of the trade error, the client might not receive any gains generated as a result of the error correction. In all situations where the client does not cause the trade error, the client will be made whole, and we will absorb any loss resulting from the trade error if the error was caused by the firm. If the error is caused by TD or Schwab, TD or Schwab will be responsible for covering all trade error costs. If an investment gain results from the correcting trade, the gain will be donated to charity. We will never benefit or profit from trade errors.

DIRECTED BROKERAGE

We do not routinely require that you direct us to execute transactions through a specified broker dealer. Additionally, we typically do not permit you to direct brokerage. We place trades for your account subject to our duty to seek best execution and other fiduciary duties.

ITEM 13 - REVIEW OF ACCOUNTS

ACCOUNT REVIEWS AND REVIEWERS – INVESTMENT SUPERVISORY SERVICES

WLI will monitor client accounts on a regular basis and perform annual reviews with each client. All accounts are reviewed for consistency with client investment strategy, asset allocation, risk tolerance, and performance relative to the appropriate benchmark. More frequent reviews could be triggered by changes in an account holder's personal, tax, or financial status. Geopolitical and macroeconomic specific events could also trigger reviews.

STATEMENTS AND REPORTS

Investment Advisory and Wealth Management: The custodian for the individual client's account will provide clients with an account statement at least monthly. Upon request, clients can receive a prepared written report detailing their current positions, asset allocation, and year-to-date performance provided by our Firm. You are urged to compare the reports provided by WLI against the account statements you receive directly from your account custodian.

Independent Investment Manager: If you have an account with us that is managed by an IIM, we typically review your account holdings on an ongoing basis to insure that your account remains within reasonable variances of the asset allocation targets and investment models in place.

Financial Planning: Your review will be conducted by your assigned Investment Advisor Representative. We realize that events and circumstances could change dramatically in between normal reviews. Therefore, if you experience an event in your life that might necessitate an early review of your Financial Plan, please let us know and we will be happy to schedule a more frequent review. Such an event might include a marriage, divorce, birth of a child, death, or disability of an immediate family member, impending retirement, employment status, or you bought or sold a business. We also encourage you to ask us if you have any questions about your financial plan or the reports that we generate.

Advisory Services to ERISA Qualified Plans: Under normal circumstances, our regular practice is to review your retirement plan quarterly and generate written reports and written suggestions of fund replacements for your review and consideration conducted by one of our Investment Adviser Representatives. These written performance reports may be generated less frequently, (semi-annually or annually) at your request.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

PROMOTER SERVICES

WLI may receive client referrals from Zoe Financial, Inc. through its participation in Zoe Advisor Network ("ZAN"). Zoe Financial, Inc. is independent of and unaffiliated with WLI and there is no employee relationship between us. Zoe Financial, Inc. established ZAN as a means of referring individuals and other investors seeking fee-only personal investment management services or financial planning services to independent investment advisors. Zoe Financial, Inc. does not supervise WLI and has no responsibility for our management of client portfolios or our other advice or services. WLI pays Zoe Financial, Inc. an on-going fee for each successful client referral. This solicitation fee is usually a percentage of the advisory fee that the client pays to WLI. We will not charge clients referred through ZAN any fees or costs higher than our standard fee schedule offered to our clients. For information regarding additional or other fees paid directly or indirectly to Zoe Financial Inc, please refer to the Zoe Financial Disclosure and Acknowledgement Form.

LEAD GENERATION SERVICES

Our Firm pays a flat fee to participate in an online matching program that seeks to match prospective advisory clients with investment advisers. The program provides information about investment advisory firms to persons who have expressed an interest in such firms. The program also provides the name and contact information of such persons to the advisory firms as potential leads. The flat fee we pay for being provided with potential leads varies based on certain factors, including the size of the person's portfolio, and the fee is payable regardless of whether the prospect becomes our advisory client.

BROKERAGE COMPENSATION

As disclosed under Item 12 Brokerage Practices, we participate in the various Custodian's institutional customer programs, and we'll recommend a Custodian to you for custody and brokerage services. There is no direct link between our participation in the program and the investment advice we give to our clients, although we receive economic benefits through our participation in the program that are typically not available to any other independent Investment Advisors participating in the program. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving adviser participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to us by third party vendors. Custodians may also have paid for business consulting and professional services received by some of our related persons. Some of the products and services made available by Custodians through the program might benefit us but may not benefit your account. These products or services may assist us in managing and administering your account, including accounts not maintained at Custodian. Other services made available by Custodian are intended to help us manage and further develop our business enterprise. The benefits received by our Firm or our personnel through participation in the program do not depend on the amount of brokerage transactions directed to Custodian. As part of our fiduciary duties to clients, we endeavor at all times to put the interests of our clients first. You should be aware, however, that the receipt of economic benefits by our Firm or our related persons in and of itself creates a conflict of interest and could indirectly influence our choice of Custodian for custody and brokerage services.

CLIENT REFERRALS AND OTHER COMPENSATION

We receive an economic benefit from TD Ameritrade and Schwab in the form of the support products and services it makes available to us and other independent investment advisers whose clients maintain their accounts at TD and Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see *Item 12 – Brokerage Practices*). The availability to us of TD's or Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

ITEM 15 – CUSTODY

We do not have physical custody, as it applies to investment advisors. Custody has been defined by regulators as having access or control over client funds and/or securities.

DEDUCTION OF ADVISORY FEES

For all accounts, WLI has the authority to have fees deducted directly from client accounts. We have established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients, or an independent representative of the client, will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address, and the way the funds or securities are maintained. Finally, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. You should carefully review those statements and are urged to compare the statements against reports received from WLI. When you have questions about your account statements, you should contact WLI or the qualified custodian preparing the statement.

Please refer to Item 5 for more information about the deduction of adviser fees.

STANDING LETTERS OF AUTHORIZATION ("SLOA")

Our Firm is deemed to have custody of clients' funds or securities when you have standing authorizations with their custodian to move money from your account to a third-party ("SLOA") and, under that SLOA, it authorizes us to designate the amount or timing of transfers with the custodian. The SEC has set forth a set of standards intended to protect your assets in such situations, which we follow. We do not have a beneficial interest on any of the accounts we are deemed to have Custody where SLOAs are on file. In addition, account statements reflecting all activity on the account(s), are delivered directly from the qualified custodian to each client or the client's independent representative, at least monthly. You should carefully review those statements and are urged to compare the statements against reports received from us. When you have questions about your account statements, you should contact us, your Adviser or the qualified custodian preparing the statement.

ITEM 16 – INVESTMENT DISCRETION

For discretionary accounts, prior to engaging WLI to provide investment advisory services, you will enter a written Agreement with us granting WLI the authority to supervise and direct, on an on-going basis, investments in accordance with the client's investment objective and guidelines. In addition, you will need to execute additional documents required by the Custodian to authorize and enable WLI, in its sole discretion, without prior consultation with or ratification by you, to purchase, sell, or exchange securities in and for your accounts. We are authorized, in our discretion and without prior consultation with you to: (1) buy, sell, exchange, and trade any stocks, bonds or other securities or assets and (2) determine the number of securities to be bought or sold, and (3) place orders with the custodian. Any limitations to such discretionary authority will be communicated to our Firm in writing by you, the client.

The limitations on investment and brokerage discretion held by WLI for you are:

- For discretionary accounts, we require that we be provided with authority to determine which securities and the amounts of securities to be bought or sold.
- Any limitations on this discretionary authority shall in writing as indicated on the investment advisory Agreement, Appendix B. You are permitted to change and amend these limitations as required.

- In some instances, we may not have discretion. We will discuss all transactions with you prior to execution or you will be required to make the trades if in an employer sponsored account.

ITEM 17 – VOTING CLIENT SECURITIES

We will not vote proxies on your behalf. You are welcome to vote proxies or designate an independent third-party at your own discretion. You designate proxy voting authority in the custodial account documents. You must ensure that proxy materials are sent directly to you or your assigned third party. We do not take action with respect to any securities or other investments that become the subject of any legal proceedings, including bankruptcies. You can contact our office with questions about a particular solicitation by phone at (303) 753-7578.

ITEM 18 – FINANCIAL INFORMATION

We do not require or solicit prepayment of more than $1,200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for our most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, we have not been the subject of a bankruptcy petition at any time.