Unified Retirement Planning Group

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Firm Brochure (Form ADV Part 2A)

Item 1: Cover Page

This brochure provides information about the qualifications and business practices of Unified Retirement Planning Group (CRD# 341550). If you have any questions about the contents of this brochure, please contact us at the phone number listed above. 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. Registration (e.g. "registered investment advisor") does not imply a certain level of skill or training.

Additional information about Unified Retirement Planning Group also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes

Pursuant to SEC rules, Unified Retirement Planning Group will ensure that clients receive a summary of any material changes to this and subsequent disclosure brochures within 120 days after the Firm's fiscal year end, December 31. This means that if there were any material changes over the past year, clients will receive a summary of those changes no later than April 30. At that time, Unified Retirement Planning Group will also offer a copy of its most current disclosure brochure and may also provide other ongoing disclosure information about material changes as necessary. If there are no material changes over the past year, no notices will be sent.

Clients and prospective clients can always receive the most current disclosure brochure for Unified Retirement Planning Group at any time by contacting their investment advisor representative.

This is a new brochure as of September 8, 2026.

Item 3 Table of Contents

Item 4 Advisory Business

A. Firm Description

Usonia Advisory Group, LLC doing business as Unified Retirement Planning Group ("URPG" or "the Firm") is an investment adviser applying for initial registration with the U.S. Securities and Exchange Commission ("SEC"). Usonia Advisory Group, LLC was founded on July 1, 2016.

The Principal Owner of Unified Retirement Planning Group is Peter Gallagher.

B. Types of Advisory Services

The Firm primarily offers retirement planning services to individuals and high net worth individuals. Retirement planning services generally include the creation of a financial plan through the financial planning software, RightCapital and ongoing portfolio management. The Firm offers these services to clients or potential clients ("clients").

<u>Retirement Planning Services (Portfolio Management and Financial Planning)</u>
The Firm specializes in quantitative, fundamental, technical, and economic analysis to determine what investments are in favor of the Firm's clients. The Firm assesses clients' current holdings and ensures alignment with both short- and long-term goals. The Firm performs ongoing reviews of investment performance and portfolio exposure to market conditions. Accordingly, the Firm is authorized to perform various functions without further approval from the client, such as the determination of securities to be purchased or sold without prior permission from the client for each transaction. Any and all trades are made in the best interest of the client as part of the Firm's fiduciary duty. However, risk is inherent to any investing strategy and model. Therefore, the Firm does not guarantee any results or returns.

The Firm will also provide financial planning to clients as an incidental service to asset management. We will consult with you to gather information about your financial circumstances and objectives and determine your current financial position, and to define and quantify your long-term goals and objectives. Once we specify those long-term objectives (both financial and non-financial), we may develop shorter-term, targeted objectives.

Once we review and analyze the information you provide to our firm, we may deliver a written plan to you, designed to help you achieve your stated financial goals and objectives.

The Firm may also be engaged for standalone financial planning services under a separate fee described in Item 5 below.

Prior to engaging the Firm to provide any investment advisory services, the Firm requires a written investment advisory agreement ("IAA") signed by the client prior to the engagement of any services. The IAA will outline services to which the client is entitled and fees the client will incur.

The Firm does not act as a custodian of client assets. The client always maintains asset control The Firm places trades for clients under a limited power of attorney through qualified custodian/broker.

Selection of Other Advisors
As part of our overall portfolio management strategy, we may recommend a third-party asset manager program ("TAMP") to manage all or a portion of the account where the allocation meets the needs and investment objectives of clients. The TAMP will be granted a limited power-of-attorney and trading authority over those assets directed to them for management, and they will be authorized to, without client's consent, buy, sell and trade in securities in the account. The Firm monitors the performance of accounts being managed on an ongoing basis. The Firm will be responsible for the overall direct relationship with the Client and retains the authority to terminate the TAMP relationship at the Firm's discretion.

C. Services Tailored to Clients' Needs

Services are provided based on a client's specific needs within the scope of the services provided as discussed above. A review of the information provided by the client regarding the client's current financial situation, goals, and risk tolerances will be performed and advice will be provided that is in line with available information.

D. Wrap Fee Program versus Portfolio Management Program

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, and other administrative fees.

URPG is a portfolio manager to and sponsor of a wrap fee program, which is a type of investment program that provides clients with access to portfolios developed by URPG for a single fee which provides clients with access to portfolios developed and managed by URPG for a single all-inclusive fee covering investment advisory services, brokerage execution, custody, clearance, settlement, and reporting services.

Under our wrap fee program, you will pay our firm a single fee, which includes our money management fees, certain transaction costs, and custodial costs. We receive a portion of the wrap fee for our services. The overall cost you will incur if you participate in our wrap fee program may be higher or lower than you might incur by separately purchasing the types of securities available in the program.

To compare the cost of our wrap fee program with other non-wrap fee portfolio management services you should consider the frequency of trading activity associated with our investment strategies and the brokerage commissions charged by or other broker-dealers, and the advisory fees charged by investment advisers. For more information concerning the Wrap Fee Program, see Appendix 1 to this Brochure.

E. Assets Under Management

As of September 4, 2026, The Firm has the following assets under management:

Discretionary assets:	$187,718,764
Non-discretionary assets:	$9,324,627
Total assets:	$197,043,391

Item 5 Fees and Compensation

A. Fees

Retirement Planning Services (Portfolio Management and Financial Planning):
Fees for retirement planning services are charged based on a percentage of assets under management up to 2% annually. Fees are negotiable based on factors such as asset size, related accounts, and complexity of client needs. Each client's fee shall be agreed to by the client when they sign the Investment Advisory Agreement.

All asset-based fees are deducted by the qualified custodian of record on a quarterly basis in advance, based on the average daily value of the account throughout the previous quarter, or as otherwise indicated in the client agreement. Client statements for deductions will be provided on a quarterly basis.

The Firm will provide retirement planning services in that it will provide financial planning and portfolio management services but will not provide custodial or other administrative services. At no time will the Firm accept or maintain custody of a client's funds or securities except for authorized fee deduction. The Client may contact the Custodian directly for disbursements, or account record changes, and may also do so in writing to the custodian. The Firm may act at the client's convenience to facilitate such written communications to the Custodian, provided that such action is not construed to be custody of client assets.

Clients may request to terminate their advisory contract with the Firm, in whole or in part, by providing advance written notice. Upon termination, any fees paid in advance will be prorated to the date of termination and any excess will be refunded to client through the custodian. Client's advisory agreement with the Firm is non-transferable without Client's approval.

Selection of Other Advisor Fees
As described above, all fees paid to the Firm for investment advisory services are separate and distinct from the expenses charged by TAMPs. The fees charged by third-party managers will vary based on the manager, investment strategy, or platform. The Firm does not receive any portion of the fees charged by third-party managers. The Firm only receives its investment advisory fee as noted above. In the event, the Firm determines to allocate a portion of the client's portfolio within a TAMP, the Firm will pay the TAMP directly. The client's management fee will not change.

This structure can create a conflict of interest in that the Firm has an incentive to direct clients to the third-party investment advisers that provide the Firm with a larger fee split; higher TAMP fees will reduce the amount of compensation retained by the Firm, while lower TAMP fees will increase it.

Standalone Financial Planning Fees
Fees for standalone financial planning services are determined based on the nature of the services provided and the complexity of each client's individual circumstances. All fees are discussed and agreed upon prior to entering into a formal agreement with the client.

Financial planning services are billed at an hourly fee of $800/hour or fix fee rate that may range between $3,500 - $5,000. All hourly and fixed fees for services offered by the firm will be determined in advance based on the agreement between the client and the firm and based on the information provided by the client at that time.

Financial planning fees are billed half in advance and half at the delivery of the financial plan. Where the firm may request a fee in advance, the amount paid in advance will not be more than $1,200 per client and 6 months in advance. In the event of early termination, the unearned portion of prepaid fees will be prorated based on the work completed and refunded to the client.

Right of Cancellation

In addition to the right to terminate an agreement pursuant to its terms, a client may cancel an agreement with the Firm within five (5) business days of first receiving a copy of this disclosure brochure and supplement without penalty or fee.

B. Fee Payment

Where the Firm deducts its management fee from client accounts utilizing a qualified custodian, the Firm is required to meet the following requirements:

a. Possess written authorization from the client to deduct advisory fees from an account held by a qualified custodian; and

b. The firm has a reasonable basis, after due inquiry, for believing that the qualified custodian sends an account statement, at least quarterly, to each client identifying the amount of funds and of each security in the account at the end of the period and setting forth all transactions in the account during that period.

C. Other Fees and Expenses

URPG's wrap fee covers investment advisory services, brokerage execution, custody, clearance, settlement, and other administrative services under a single fee. However, clients should be aware that certain costs are not included in the wrap fee and may be charged directly to their account by third parties such as broker-dealers, custodians, trust companies, banks, and other financial institutions. These additional fees and expenses may include, without limitation, charges imposed directly by mutual funds or ETFs (including fund management fees and other internal fund expenses as disclosed in each fund's prospectus), fees attributable to alternative assets, margin costs, international transfer fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, reporting charges, and other fees and taxes on brokerage accounts and securities transactions.

As stated above, where URPG allocates a portion of a client's portfolio to a third-party manager through a TAMP, URPG pays the TAMP fees directly out of its own advisory fee. The client's wrap fee will not increase as a result of any such allocation. All fees paid to URPG are separate and distinct from any expenses charged by TAMPs or third-party managers, and URPG does not receive any portion of the fees charged by those managers.

URPG does not receive any compensation from the issuers of investment products it recommends to clients. The Firm’s brokerage practices are described at length in Item 12, below.

D. Advance Payment of Fees and Termination

The Firm's portfolio management fees are payable quarterly in advance, based on average daily balances based on the average daily value of the account throughout the previous quarter, or as otherwise indicated in the client agreement. Upon termination, any fees paid in advance will be prorated to the date of termination and any excess will be refunded to client through the custodian.

For standalone financial planning services, fees are billed half in advance and half at the delivery of the financial plan. Where the firm may request a fee in advance, the amount paid in advance will not be more than $1,200 per client and 6 months in advance. In the event of early termination, the unearned portion of prepaid fees will be prorated based on the work completed and refunded to the client.

E. External Compensation for the Sale of Securities to Clients and Commissions

The Firm is an asset-based fee investment management firm. The firm does not receive commissions for purchasing or selling stocks, bonds, mutual funds, real estate investment trusts, or other commissioned products for clients.

Peter Gallagher is also licensed as an independent insurance agent. He may earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by Peter Gallagher are separate and in addition to our advisory fees. This practice presents a conflict of interest because Peter Gallagher has an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. This conflict in no way removes the firm's fiduciary duty to our clients. You are under no obligation, contractually or otherwise, to purchase insurance products through Peter Gallagher. The Firm maintains internal policies that any insurance policy being proposed must be in the client's best interest, and this analysis must include comparisons to commission-free policies, when available.

Item 6 Performance-Based Fees and Side-By-Side Management

The Firm does not charge or accept performance-based fees. The Firm does not engage in side-by-side management.

Item 7 Types of Clients

The Firm provides investment advice to individuals and high net worth individuals.

Minimum Account Size

The Firm accepts new clients with a minimum of $1,500,000 of investable assets. This minimum may be reduced or waived at the Firm's discretion. Third-party managed programs generally have account minimum requirements, and these minimum requirements vary from manager to manager. Account minimums are generally higher on fixed income accounts than equity-based accounts.

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

A. Methods of Analysis and Investment Strategies

The Firm may use the following methods when considering investment strategies and recommendations.

Fundamental Review

A fundamental analysis is a method of evaluating a company or security by attempting to measure its intrinsic value. Fundamental analysis attempts to determine the true value of a company or security by looking at all aspects of the company or security, including both tangible factors (e.g., machinery, buildings, land, etc.) and intangible factors (e.g., patents, trademarks, "brand" names, etc.). Fundamental analysis also involves examining related economic factors (e.g., overall economy and industry conditions, etc.), financial factors (e.g., company debt, interest rates, management salaries and bonuses, etc.), qualitative factors (e.g., management expertise, industry cycles, labor relations, etc.), and quantitative factors (e.g., debt-to-equity and price-to-equity ratios).

The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price with the aim of determining what sort of position to take with that security (e.g., if underpriced, the security should be bought; if overpriced the security should sold). Fundamental analysis uses real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for many types of securities.

Technical Review

A technical analysis is a method of evaluating securities that analyzes statistics generated by market activity, such as past prices and volume. Technical analysis does not attempt to measure a security's intrinsic value, but instead uses past market data and statistical tools to identify patterns that can suggest future activity. Historical performance of securities and the markets can indicate future performance.

Cyclical Review

A cyclical analysis assumes the market reacts in reoccurring patterns that can be identified and leveraged to provide performance. Cyclical analysis of economic cycles is used to determine how these reoccurring patterns, or cycles, affect the returns of a given investment, asset, or company. Cyclical analysis is a time-based assessment which incorporates past and present performance to determine future value. Cyclical analyses exist because the broad economy has been shown to move in cycles, from periods of peak performance to periods of low performance. The risks of this strategy are two-fold: (1) the markets do not always repeat cyclical patterns; and (2) if too many investors begin to implement this strategy, it changes the very cycles of which they are trying to take advantage.

Economic Review

An economic analysis determines the economic environment over a certain time horizon. This involves following and updating historic economic data such as U.S. gross domestic product and consumer price index as well as monitoring key economic drivers such as employment, inflation, and money supply for the world's major economies.

Investment Strategies

When implementing investment advice to clients, the Firm may employ a variety of strategies to best pursue the objects of clients. Depending on market trends and conditions, the Firm will employee any technique or strategy herein described, at the Firm's discretion and in the best interests of the client. The Firm does not recommend any particular security or type of security. Instead, the Firm makes recommendations to meet a particular client's financial objectives. There is inherent risk to any investment and clients may suffer loss of ALL OR PART of a principal investment.

Long-Term Purchases

Long-term purchases are securities that are purchased with the expectation that the value of those securities will grow over a relatively long period, generally greater than one year. Long-term purchases may be affected by unforeseen changes in the company in which a client is invested or in the overall market. Long term trading is designed to capture market rates of both return and risk. Frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes. Due to its nature, the long-term strategy can expose clients to various other types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include, but are not limited to, inflation (purchasing power) risk, interest rate risk, economic risk, and political/regulatory risk.

Strategic Asset Allocation

Asset allocation is a combination of several different types of investments; typically, this includes stocks, bonds, and cash equivalents among various asset classes to achieve diversification. The objective of asset allocation is to manage risk and market exposure while still positioning a portfolio to meet financial objectives.

B. Risk of Loss

Investing inherently involves risk up to and including loss of the principal sum. Further, past performance of any security is not necessarily indicative of future results. Therefore, future performance of any specific investment or investment strategy based on past performance should not be assumed as a guarantee. The Firm does not provide any representation or guarantee that the financial goals of clients will be achieved.

The potential return or gain and potential risk or loss of an investment varies, generally speaking, with the type of product invested in. Below is an overview of the types of products available on the market and the associated risks of each:

General Risks. Investing in securities always involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives can or will be met. Past performance is in no way an indication of future performance. We also cannot assure that third parties will satisfy their obligations in a timely manner or perform as expected or marketed.

General Market Risk. Investment returns will fluctuate based upon changes in the value of the portfolio securities. Certain securities held may be worth less than the price originally paid for them, or less than they were worth at an earlier time.

Common Stocks. Investments in common stocks, both directly and indirectly through investment in shares of ETFs, may fluctuate in value in response to many factors, including, but not limited to, the activities of the individual companies, general market and economic conditions, interest rates, and specific industry changes. Such price fluctuations subject certain strategies to potential losses. During temporary or extended bear markets, the value of common stocks will decline, which could also result in losses for each strategy.

Portfolio Turnover Risk. High rates of portfolio turnover could lower performance of an investment strategy due to increased costs and may result in the realization of capital gains. If an investment strategy realizes capital gains when it sells its portfolio investments, it will increase taxable distributions to you. High rates of portfolio turnover in a given year would likely result in short-term capital gains and under current tax law you would be taxed on short-term capital gains at ordinary income tax rates, if held in a taxable account.

Non-Diversified Strategy Risk. Some investment strategies may be non-diversified (e.g., investing a greater percentage of portfolio assets in a particular issuer and owning fewer securities than a diversified strategy). Accordingly, each such strategy is subject to the risk that a large loss in an individual issuer will cause a greater loss than it would if the strategy held a larger number of securities or smaller positions sizes.

Model Risk. Financial and economic data series are subject to regime shifts, meaning past information may lack value under future market conditions. Models are based upon assumptions that may prove invalid or incorrect under many market environments. We may use certain model outputs to help identify market opportunities and/or to make certain asset allocation decisions.
There is no guarantee any model will work under all market conditions. For this reason, we include model related results as part of our investment decision process but we often weigh professional judgment more heavily in making trades or asset allocations.

ETF Risks, including Net Asset Valuations and Tracking Error. An ETF's performance may not exactly match the performance of the index or market benchmark that the ETF is designed to track because 1) the ETF will incur expenses and transaction costs not incurred by any applicable index or market benchmark; 2) certain securities comprising the index or market benchmark tracked by the ETF may, from time to time, temporarily be unavailable; and 3) supply and demand in the market for either the ETF and/or for the securities held by the ETF may cause the ETF shares to trade at a premium or discount to the actual net asset value of the securities owned by the ETF. Certain ETF strategies may from time to time include the purchase of fixed income, commodities, foreign securities, American Depository Receipts, or other securities for which expenses and commission rates could be higher than normally charged for exchange-traded equity securities, and for which market quotations or valuation may be limited or inaccurate.

Clients should be aware that to the extent they invest in ETF securities they will pay two levels of advisory compensation – advisory fees charged by Adviser plus any advisory fees charged by the issuer of the ETF. This scenario may cause a higher advisory cost (and potentially lower investment returns) than if a Client purchased the ETF directly. An ETF typically includes embedded expenses that may reduce the ETF's net asset value, and therefore directly affect the ETF's performance and indirectly affect a Client's portfolio performance or an index benchmark comparison. Expenses of the ETF may include investment advisor management fees, custodian fees, brokerage commissions, and legal and accounting fees. ETF expenses may change from time to time at the sole discretion of the ETF issuer. ETF tracking error and expenses may vary.

Inflation, Currency, and Interest Rate Risks. Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of an investor's future interest payments and principal. Inflation also generally leads to higher interest rates, which in turn may cause the value of many types of fixed income investments to decline. In addition, the relative value of the U.S. dollar-denominated assets primarily managed by Adviser may be affected by the risk that currency devaluations affect Client purchasing power.

Liquidity Risk. Liquidity is the ability to readily convert an investment into cash to prevent a loss, realize an anticipated profit, or otherwise transfer funds out of the particular investment. Generally, investments are more liquid if the investment has an established market of purchasers and sellers, such as a stock or bond listed on a national securities exchange. Conversely, investments that do not have an established market of purchasers and sellers may be considered illiquid. Your investment in illiquid investments may be for an indefinite time, because of the lack of purchasers willing to convert your investment to cash or other assets.

Legislative and Tax Risk. Performance may directly or indirectly be affected by government legislation or regulation, which may include, but is not limited to: changes in investment advisor or securities trading regulation; change in the U.S. government's guarantee of ultimate payment of principal and interest on certain government securities; and changes in the tax code that could affect interest income, income characterization and/or tax reporting obligations, particularly for options, swaps, master limited partnerships, Real Estate Investment Trust, Exchange Traded Products/Funds/Securities. We do not engage in tax planning, and in certain circumstances a Client may incur taxable income on their investments without a cash distribution to pay the tax due. Clients and their personal tax advisors are responsible for how the transactions in their account are reported to the IRS or any other taxing authority.

Foreign Investing and Emerging Markets Risk. Foreign investing involves risks not typically associated with U.S. investments, and the risks maybe exacerbated further in emerging market countries. These risks may include, among others, adverse fluctuations in foreign currency values, as well as adverse political, social, and economic developments affecting one or more foreign countries.

In addition, foreign investing may involve less publicly available information and more volatile or less liquid securities markets, particularly in markets that trade a small number of securities, have unstable governments, or involve limited industry. Investments in foreign countries could be affected by factors not present in the U.S., such as restrictions on receiving the investment proceeds from a foreign country, foreign tax laws or tax withholding requirements, unique trade clearance or settlement procedures, and potential difficulties in enforcing contractual obligations or other legal rules that jeopardize shareholder protection. Foreign accounting may be less transparent than U.S. accounting practices and foreign regulation may be inadequate or irregular.

Information Security Risk. We may be susceptible to risks to the confidentiality and security of its operations and proprietary and customer information. Information risks, including theft or corruption of electronically stored data, denial of service attacks on our website or websites of our third-party service providers, and the unauthorized release of confidential information are a few of the more common risks faced by us and other investment advisers. Data security breaches of our electronic data infrastructure could have the effect of disrupting our operations and compromising our customers' confidential and personally identifiable information. Such breaches could result in an inability of us to conduct business, potential losses, including identity theft and theft of investment funds from customers, and other adverse consequences to customers. We have taken and will continue to take steps to detect and limit the risks associated with these threats.

Tax Risks. Tax laws and regulations applicable to an account with Adviser may be subject to change and unanticipated tax liabilities may be incurred by an investor as a result of such changes. In addition, customers may experience adverse tax consequences from the early assignment of options purchased for a customer's account. Customers should consult their own tax advisers and counsel to determine the potential tax-related consequences of investing.

Advisory Risk. There is no guarantee that our judgment or investment decisions on behalf of particular any account will necessarily produce the intended results. Our judgment may prove to be incorrect, and an account might not achieve her investment objectives. In addition, it is possible that we may experience computer equipment failure, loss of internet access, viruses, or other events that may impair access to accounts' custodians' software. Adviser and its representatives are not responsible to any account for losses unless caused by Adviser breaching our fiduciary duty.

Dependence on Key Employees. An accounts success depends, in part, upon the ability of our key professionals to achieve the targeted investment goals. The loss of any of these key personnel could adversely impact the ability to achieve such investment goals and objectives of the account.

C. Recommending primarily a particular type of security

The Firm does not primarily recommend a particular type of security.

Item 9 Disciplinary Information

Registered investment advisers are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of the advisory business or integrity of the Firm's management.

Neither Unified Retirement Planning Group nor its management persons have any disciplinary disclosures.

Please visit IAPD for more information. The IAPD link is www.adviserinfo.sec.gov.

Item 10 Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

The Firm is not registered and does not have an application pending to register, as a broker dealer and its management persons are not registered as broker/dealer representative.

B. Registration as a Futures Commission merchant, Commodity Pool Operator

The Firm and its management persons are not registered and do not have application pending to register, as a futures commission merchant, commodity pool operator/advisor.

C. Relationships Material to this Advisory Business and Possible Conflicts of Interest

Peter Gallagher is also licensed as an independent insurance agent and may from time to time offer clients advice or products from those activities. Clients should be aware that these services pay a commission and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser.

When an insurance policy is purchased by the client, Peter Gallagher is paid a commission for servicing as the agent on record. The Firm always acts in the best interest of the client, including the sale of commissionable products to advisory clients.

D. Selection of other Advisors

As noted in Item 4, the Firm may implement all or a portion of a client’s investment portfolio with one or more TAMP based on each client's individual situation. Prior to introducing any client to another investment advisor, the Firm will be responsible for determining that the firm is properly licensed and registered.

Item 11 Code of Ethics, Conflicts of Interest, and Personal Trading

A. Fiduciary Status

According to the SEC, an investment advisor is considered a fiduciary. As a fiduciary, it is an investment advisor’s responsibility to provide fair and full disclosure of all material facts. In addition, an investment advisor has a duty of utmost good faith to act solely in the best interest of each of its clients. The Firm and its representatives have a fiduciary duty to all clients. The Firm and its representatives’ fiduciary duty to clients is considered the core underlying principle for the Firm’s Code of Ethics and represents the expected basis for all representatives’ dealings with clients. The Firm has the responsibility to ensure that the interests of clients are placed ahead of it or its representatives’ own investment interest. All representatives will conduct business in an honest, ethical, and fair manner. All representatives will comply with all federal and state securities laws at all times. Full disclosure of all material facts and potential conflicts of interest will be provided to clients prior to services being conducted. All representatives have a responsibility to avoid circumstances that might negatively affect or appear to affect the representatives' duty of complete loyalty to their clients.

B. Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

Neither the Firm, nor its related persons recommend to clients, or buys or sells for client accounts, securities in which the firm or a related person has a material financial interest. If any material financial interests arise, clients will be notified by the Firm.

C. Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

The Firm and/or its investment advisory representatives may from time-to-time purchase or sell products or investments that they may recommend to clients. The Firm has adopted a Code of Ethics that sets forth the basic policies of ethical conduct for all managers, officers, and employees of the adviser.

In addition, the Code of Ethics governs personal trading by each employee of the Firm deemed to be an Access Person and is intended to ensure that securities transactions effected by Access Persons of the Firm are conducted in a manner that avoids any actual or potential conflict of interest between such persons and clients of the adviser or its affiliates.

The Firm collects and maintains records of securities holdings and securities transactions effected by Access Persons. These records are reviewed to identify and resolve potential conflicts of interest. The Firm's Code of Ethics is available upon request.

D. Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

The Firm's employees may buy or sell securities at the same time they buy or sell securities for clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide the Firm with copies of their brokerage statements. Additionally, when employees trade in the same securities as clients, employee trades will be aggregated with client trades.

Client transactions always take priority to avoid front running and other manipulative practices. If a conflict is identified, it will be investigated and actions pursuant to our WSPs will be followed.

Item 12 Brokerage Practices

A. Selection and Recommendation

The Firm has a duty to select brokers, dealers and other trading venues that provide best execution for clients. The duty of best execution requires an investment adviser to seek to execute securities transactions for clients in such a manner that the client's total cost or proceeds in each transaction is the most favorable under the circumstances, taking into account all relevant factors. The lowest possible commission, while very important, is not the only consideration.

It is the policy of the Firm to seek best execution in all portfolio trading activities for all investment disciplines and products, regardless of whether commissions are charged. This applies to trading in any instrument, security, or contract including equities, bonds, and forward or derivative contracts.

The standards and procedures governing best execution are set forth in several written policies. Generally, to achieve best execution, the Firm considers the following factors, without limitation, in selecting brokers and intermediaries:

- Execution capability;
- Order size and market depth;
- Availability of competing markets and liquidity;
- Trading characteristics of the security;
- Confidentiality;
- Reputation and integrity;
- Financial responsibility of the broker-dealer;
- Recordkeeping;
- Available technology;
- Ability to address current market conditions.
- Availability of accurate information comparing markets;
- Quantity and quality of research received from the broker dealer;
- Ability and willingness to commit capital; and
- Responsiveness;

The Firm evaluates the execution, performance, and risk profile of the broker-dealers it uses at least annually.

We typically recommend Charles Schwab & Co., Inc. (“Schwab”), a registered broker-dealer, member SIPC, as the qualified custodian.

The Firm is independently owned and operated and is not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Schwab as a custodian, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so.

Products and services available to the Firm from Schwab

Schwab Advisor Services™ is Schwab's business serving independent investment advisory firms like us. Schwab provides the Firm and our clients with access to institutional brokerage – trading, custody, reporting and related services – many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts while others help us manage and grow our business. Schwab’s support services described below are generally available on an unsolicited basis (i.e., we do not have to request them) and at no charge to us. Here is a more detailed description of Schwab’s support services:

Services that Benefit Clients Directly
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 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 each client.

Services that May Not Directly Benefit Clients
Schwab also makes available to us other products and services that benefit us but may not directly benefit a specific client. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We use this research to service all or a substantial number of our clients' accounts. In addition to investment research, Schwab also makes available software and other technology that:

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

Services that Generally Benefit Only Us
Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include (among others) the following:

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

Schwab will provide some of these services itself or will arrange for third-party vendors to provide the services to us. 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. 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 the services described above from Schwab benefits us because we do not have to produce or purchase them. They are not contingent upon the Firm committing any specific amount of business to Schwab in trading commissions or assets in custody. The fact that we receive these benefits from Schwab is an incentive for us to recommend the use of Schwab rather than making such a decision based exclusively on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a conflict of interest. We believe, however, that taken in the aggregate our recommendation of Schwab as a custodian and broker is in the best interest of our clients. Our selection is primarily supported by the scope, quality and price of Schwab's services, and not Schwab's services that benefit only us.

The Firm has an additional incentive to recommend Schwab because of a one-time benefit it may receive. Specifically, Schwab has offered to reimburse the Firm for certain technology-related expenses if the Firm brings a certain number of client assets to Schwab within the first twelve months of the relationship. This arrangement creates a conflict of interest, as the Firm has a financial incentive to recommend Schwab for custody and brokerage services in order to qualify for this potential benefit. To mitigate this conflict, the Firm will always seek to act in clients' best interests when recommending custodians and will consider a variety of factors, including but not limited to the quality of service, execution, technology, and overall costs to clients.

Clients are encouraged to discuss any questions they have about this arrangement and its potential impact on the recommendations they receive.

B. Research and Other Soft Dollar Benefits

Soft dollar practices are arrangements whereby an investment adviser directs transactions to a broker-dealer in exchange for certain products and services that are allowable under state and federal rules. Client commissions may be used to pay for brokerage and research services and products as long as they are eligible under Section 28(e) of the Exchange Act of 1934. Section 28(e) sets forth a "safe harbor," which provides that an investment adviser that has discretion over a client account is not in breach of its fiduciary duty when paying more than the lowest commission rate available if the adviser determines in good faith that the rate paid is commensurate with the value of brokerage and research services provided by the broker-dealer.

The Firm does not currently have any soft dollar benefit arrangements.

C. Brokerage for Client Referrals

The Firm does not receive client referrals from third parties for recommending the use of specific broker-dealer brokerage services.

D. Directed Brokerage

As stated above, the Firm typically recommends Schwab as the qualified custodian. The Firm may not be able to obtain best execution outside of our recommended Custodian.

Some advisers permit clients to direct brokerage, where the Firm will place trades within the established account(s) at the Custodian designated by the Client, In those instances, the adviser may not be obligated to seek the lowest available transaction costs, as those costs are determined by the Custodian the client selects, which may cost clients more money. As such, the Firm does not allow client directed brokerage.

E. Order Aggregation

The Firm may, at times, aggregate sale and purchase orders of securities ("block trading") for advisory accounts with similar orders in order to obtain the best pricing averages and minimize trading costs. This practice is reasonably likely to result in administrative convenience or an overall economic benefit to the client. Clients also benefit relatively from better purchase or sale execution prices, or beneficial timing of transactions or a combination of these and other factors. Aggregate orders will be allocated to client accounts in a systematic non-preferential manner. The Firm may aggregate or "bunch" transactions for a client's account with those of other clients in an effort to obtain the best execution under the circumstances.

F. Trade Error Policy

The Firm maintains a record of any trading errors that occur in connection with investment activities of its clients. Both gains and losses that result from a trading error made by the Firm will be borne or realized by the Firm.

Item 13 Review of Accounts

A. Periodic Reviews

The Firm regularly reviews and evaluates client accounts for compliance with each client's investment objectives, policies and restrictions. The Firm analyzes rates of return and allocation of assets to determine model strategy effectiveness. Such reviews are conducted by Peter Gallagher and shall occur at least once per calendar year.

B. Intermittent Review Factors

Intermittent reviews may be triggered by substantial market fluctuation, economic or political events, or changes in the client's financial status (such as retirement, termination of employment, relocation, inheritance, etc.). Clients are advised to notify the Firm promptly if there are any material changes in their financial situation, investment objectives, or in the event they wish to place restrictions on their account.

C. Reports

Clients may receive confirmations of purchases and sales in their accounts and will receive, at least quarterly, statements containing account information such as account value, transactions, and other relevant information. Confirmations and statements are prepared and delivered by the custodian.

Financial Plans

All financial planning accounts are reviewed upon financial plan creation and plan delivery by Peter Gallagher. There are multiple levels of review for each financial plan. Each financial planning client will receive the financial plan upon completion.

Item 14 Client Referrals and Other Compensation

A. Client Referrals

The Firm will not receive any economic benefit from another person or entity for soliciting or referring clients.

B. Other Compensation

The Firm will not pay another person or entity for referring or soliciting clients for the Firm.

Item 15 Custody

A. Custodian of Assets

Custody means holding, directly or indirectly, client funds or securities or having any authority to obtain possession of them.

The Firm does not have direct custody of any client funds and/or securities. The Firm will not maintain physical possession of client funds and securities. Instead, clients' funds and securities are held by a qualified custodian.

While the Firm does not have physical custody of client funds or securities, payments of fees may be paid by the custodian from the custodial brokerage account that holds client funds pursuant to the client's account application.

In certain jurisdictions, the ability of the Firm to withdraw its management fees from the client's account may be deemed custody. Prior to permitting direct debit of fees, each client provides written authorization permitting fees to be paid directly from the custodian.

As part of the billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period. The custodian does not calculate the amount of the fee to be deducted and does not verify the accuracy of the Firm's advisory calculation. Therefore, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation. Clients should contact the Firm directly if they believe that there may be an error in their statement.

Item 16 Investment Discretion

The Firm may exercise full discretionary authority to supervise and direct the investments of a client's account. This authority will be granted by clients upon completion of the Firm's IAA. This authority allows the Firm and its affiliates to implement investment decisions without prior consultation with the client. Such investment decisions are made in the client's best interest and in accordance with the client's investment objectives. Other than agreed upon management fees due to the Firm, this discretionary authority does not grant the Firm the authority to have custody of any assets in the client's account or to direct the delivery of any securities or the payment of any funds held in the account to the Firm. The discretionary authority granted by the client to the Firm does not allow the Firm to direct the disposition of such securities or funds to anyone except the account holder.

Item 17 Voting Client Securities

The Firm does not perform proxy voting services on the client's behalf. Clients are encouraged to read through the information provided with the proxy voting documents and to make a determination based on the information provided. Upon the client's request, Firm representatives may provide limited clarifications of the issues presented in the proxy voting materials based on his or her understanding of issues presented in the proxy voting materials. However, clients have the ultimate responsibility for making all proxy voting decisions.

Item 18 Financial Information

A. Balance Sheet Requirement

The Firm is not the qualified custodian for client funds or securities and does not require prepayment of fees of more than $1,200 per client, six (6) months or more in advance.

B. Financial Condition

The Firm does not have any financial impairment that would preclude the Firm from meeting contractual commitments to clients.

C. Bankruptcy Petition

The Firm has not been the subject of a bankruptcy petition at any time during the last 10 years.