Disclosure Brochure

May 19, 2026

QP Wealth Management

serving with purpose

a Registered Investment Adviser

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This brochure provides information about the qualifications and business practices of QP Wealth Management, LLC (hereinafter "QP Wealth Management" or the "Firm"). If you have any questions about the contents of this brochure, please contact the Firm at the telephone number listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about the Firm is available on the SEC's website at www.adviserinfo.sec.gov. The Firm is a registered investment adviser. Registration does not imply any level of skill or training.

Item 2. Material Changes

The material changes in this brochure from the last annual updating amendment of QP Wealth Management, LLC on 01/27/25 are described below. Material changes relate to QP Wealth Management, LLC's policies, practices or conflicts of interests.

- QP Wealth Management, LLC has added disclosures regarding additional fees (Item 5)
- QP Wealth Management, LLC has added Extraordinary Administrative Services (Item 4, 5)
- QP Wealth Management, LLC has added Extraordinary Advisor Level Consulting Services (Item 4, 5)
- QP Wealth Management, LLC has added Insurance referral services. (Item 4)
- QP Wealth Management, LLC has removed the custodian, Goldman Sachs & Co LLC. (Item 12)
- QP Wealth Management, LLC has added Standing Letter of Authorization (SLOA) language. (Item 15)

Item 3. Table of Contents

Item 1: Cover Page....1
Item 2. Material Changes....2
Item 3. Table of Contents....3
Item 4. Advisory Business....4
Item 5. Fees and Compensation....8
Item 6. Performance-Based Fees and Side-by-Side Management....13
Item 7. Types of Clients....13
Item 8. Methods of Analysis, Investment Strategies and Risk of Loss....13
Item 9. Disciplinary Information....17
Item 10. Other Financial Industry Activities and Affiliations....17
Item 11. Code of Ethics....18
Item 12. Brokerage Practices....19
Item 13. Review of Accounts....22
Item 14. Client Referrals and Other Compensation....22
Item 15. Custody....22
Item 16. Investment Discretion....23
Item 17. Voting Client Securities....23
Item 18. Financial Information....23

Item 4. Advisory Business

QP Wealth Management offers a variety of advisory services, which include financial planning, consulting, and investment management services. Prior to QP Wealth Management rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with QP Wealth Management setting forth the relevant terms and conditions of the advisory relationship (the "Advisory Agreement").

QP Wealth Management filed for registration as an investment adviser in April 2019 and is owned by James W. Lloyd, Thomas W. Leidner, and Lisa K. Heerwagen. As of December 31, 2025, QP Wealth Management had $404,966,803of assets under management, $122,701,317of which was managed on a discretionary basis and $282,265,486of which was managed on a non-discretionary basis.

While this brochure generally describes the business of QP Wealth Management, certain sections also discuss the activities of its Supervised Persons, which refer to the Firm's officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or other persons who provide investment advice on QP Wealth Management's behalf and are subject to the Firm's supervision or control.

Financial Planning and Consulting Services

Financial Planning and General Investment Consulting

QP Wealth Management offers clients a broad range of financial planning and consulting services, which include any or all of the following functions:

- Business Planning
- Cash Flow Forecasting
- Trust and Estate Planning
- Financial Reporting
- Investment Consulting
- Insurance Planning
- Retirement Planning
- Risk Management
- Charitable Giving
- Distribution Planning
- Tax Planning
- Manager Due Diligence

General Financial Planning and Consulting Terms

While each of these financial planning and consulting services is available on a stand-alone basis, certain of them can also be rendered in conjunction with investment portfolio management as part of a comprehensive wealth management engagement (described in more detail below). The Firm's wealth management services generally includes initial and ongoing financial planning and consulting services.

In performing these services, QP Wealth Management 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. QP Wealth Management recommends certain clients engage the Firm for additional related services to implement its recommendations. Clients are advised that a conflict of interest exists for the Firm to recommend that clients engage QP Wealth Management or its affiliates to provide (or continue to provide) additional services for compensation, including investment management services. Clients retain absolute discretion over all decisions regarding implementation and are under no obligation to act upon any of the recommendations made by QP Wealth Management under a financial planning or consulting engagement. 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 QP Wealth Management's recommendations and/or services.

Financial Institution Consulting Services

QP Wealth Management provides investment consulting services to certain broker/dealers' customers ("Brokerage Customers") who provide written consent requesting to receive the firm's consulting services. Brokerage Customers have entered into a written advisory agreement with QP Wealth Management.

Investment and Wealth Management Services

QP Wealth Management manages client investment portfolios on a discretionary or non-discretionary basis. In addition, QP Wealth Management provides certain clients with wealth management services which include a broad range of financial planning and consulting services as well as discretionary and/or non-discretionary management of investment portfolios.

QP Wealth Management primarily allocates client assets among various exchange-traded funds ("ETFs"), individual debt and equity securities and options in accordance with their stated investment objectives. In addition, QP Wealth Management also recommends that certain eligible clients invest in pooled privately placed securities (such as a hedge funds, private equity funds, and interval funds) and other private placements (including equity, credit, real estate, and other private investments) together and hereafter referred to as "Alternative Investments". Less frequently, the Firm will allocate among mutual funds and/or independent investment managers ("Independent Managers").

Where appropriate, the Firm also provides advice about any type of legacy position or other investment held in client portfolios, but clients should not assume that these assets are being continuously monitored or otherwise advised on by the Firm unless specifically agreed upon. Clients can engage QP Wealth Management to manage and/or advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, QP Wealth Management directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product's provider.

QP Wealth Management tailors its advisory services to meet the needs of its individual clients and seeks to ensure, on a continuous basis, that client portfolios are managed in a manner consistent with those needs and objectives. QP Wealth Management consults with clients on an initial and ongoing basis to assess their specific risk tolerance, time horizon, liquidity constraints and other related factors relevant to the management of their portfolios. Clients are advised to promptly notify QP Wealth Management if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients can impose reasonable restrictions or mandates on the management of their accounts if QP Wealth Management determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm's management efforts.

Alternative Investment Consulting and Investment Management

QP Wealth Management provides initial and ongoing advice about alternative investments. The Firm provides due diligence and management services regarding the initial and ongoing investment by clients in the Alternative Investments. These initial and ongoing services include, but are not limited to:

- Due Diligence – The Firm conducts due diligence, research services, investment sourcing, asset allocation and portfolio completion, for clients interested in Alternative Investments. Alternative Investment due diligence services are typically offered based on the appropriateness of the investment for the individual client. The Firm reviews numerous investment proposals from Alternative Investments. From this analysis, the Firm determines those Alternative Investments it would like to consider for implementation. In furtherance of that consideration, the Firm: i) reviews information and documents provided by the Alternative Investment issuer; ii) conducts calls with management to ensure a thorough understanding of all aspects of the information and documents received; and iii) reviews how the Alternative Investment should perform during the various stages of the economic cycle.

- Client Holdings Review – The Firm also conducts a review of the Alternative Investment and the client's holdings to understand how this investment should interact with the client's traditional and Alternative Investments already in place. At the client level, the Firm develops asset allocation strategies that cover the range of Alternative Investment exposure. The Firm maintains an understanding of where the Alternative Investment is within the investment lifecycle and how to commit additional Alternative Investments to maintain the desired allocation. When available and necessary, the Firm may assist clients in negotiating terms of investment in the Alternative Investments (including fees, commitment level, etc.).
- Ongoing due diligence of Alternative Investments – The Firm attends due diligence meetings with Alternative Investment sponsors. In addition, Firm Supervised Persons attend various conferences, to gain a better understanding of existing strategies as well as exploring new opportunities.
- Management – The Firm offers ongoing management of the Alternative Investment by coordinating capital call payments and distributions and allocating and maintaining of capital call reserves.

Use of Independent Managers

As mentioned above, QP Wealth Management selects certain Independent Managers to actively manage a portion of its clients' assets. The specific terms and conditions under which a client engages an Independent Manager may be set forth in a separate written agreement with the designated Independent Manager. In addition to this brochure, clients may also receive the written disclosure documents of the respective Independent Managers engaged to manage their assets.

QP Wealth Management evaluates a variety of information about Independent Managers, which includes the Independent Managers' public disclosure documents, materials supplied by the Independent Managers themselves and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the Independent Managers' investment strategies, past performance and risk results in relation to its clients' individual portfolio allocations and risk exposure. QP Wealth Management also takes into consideration each Independent Manager's management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other factors.

QP Wealth Management continues to provide services relative to the discretionary or non-discretionary selection of the Independent Managers. On an ongoing basis, the Firm monitors the performance of those accounts being managed by Independent Managers. QP Wealth Management seeks to ensure the Independent Managers' strategies and target allocations remain aligned with its clients' investment objectives and overall best interests.

Pontera Third-Party Services

Participant Account Management (Discretionary) – QP Wealth Management uses a third party platform to facilitate management of held away assets such as defined contribution plan participant accounts, with discretion. The platform allows us to avoid being considered to have custody of Client funds since we do not have direct access to Client log-in credentials to affect trades. QP Wealth Management is not affiliated with the platform in any way and receive no compensation from them for using their platform. A link will be provided to the Client allowing them to connect an account(s) to the platform. Once Client account(s) is connected to the platform, Adviser will review the current account allocations. When deemed necessary, Adviser will rebalance the account considering client investment goals and risk tolerance, and any change in allocations will consider current economic and market trends. The goal is to improve account performance over time, minimize loss during difficult markets, and manage internal fees that harm account performance. Client account(s) will be reviewed at least quarterly and allocation changes will be made as deemed necessary.

QP refers insurance business to clients that are seeking insurance services through an individually licensed insurance agent using a qualified provider. Clients have the option to use the agent referred by QP or any other insurance agent they chose. QP Wealth Management will be paid fifty percent of the fee that is paid to the insurance agent for the referral and placed insurance.

Extraordinary Administrative Services

From time to time, current clients, former clients, or non-clients may request administrative, operational, or other non-investment services that are outside the scope of the Firm's ordinary investment advisory services and routine client servicing, including requests made after the termination of an advisory

relationship or in the absence of any advisory relationship. Such services may include, but are not limited to, complex account restructurings, ownership or account title changes, coordination relating to alternative investments, or other non-routine administrative matters. See Item 5 for related Fee information regarding these services.

Extraordinary Advisor-Level Consulting Services

From time to time, the Firm may be asked to provide advisor-level consulting services to current clients, former clients, or non-clients that are outside the scope of the Firm's ordinary investment advisory services, including services requested following the termination of an advisory relationship or in the absence of any advisory relationship. Such consulting services may include consultation, coordination, or collaboration with a client's or non-client's other professional advisers—including attorneys, accountants, trustees, family offices, or other advisers—regarding matters affecting shared or common clients. See Item 5 for related Fee information regarding these services.

Written Acknowledgement of Fiduciary Status

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

Item 5. Fees and Compensation

QP Wealth Management offers services on a fee basis, which includes fixed fees, as well as fees based upon assets under management. Additionally, certain of the Firm's Supervised Persons, in their individual capacities, offers securities brokerage services under a separate commission-based arrangement.

Financial Planning and Investment Consulting Fees

Financial Planning

Financial Planning and QP Wealth Management charges a fixed fee for providing financial planning under a stand-alone engagement. These fees are negotiable, but range from $1,000 to $2,500, depending upon the scope and complexity of the services and the professional rendering the financial planning. If the client engages the Firm for additional investment advisory services, QP Wealth Management may offset all or a portion of its fees for those services based upon the amount paid for the financial planning.

General Investment Consulting Services

QP Wealth Management receives a consulting fee based on the Assets Under Management from Brokerage Customers who have provided written consent to a broker/dealer to receive the investment consulting service from QP Wealth Management and have entered into a written advisory contract with QP Wealth Management. The consulting fee is calculated from the Assets Under Management as of the end of a calendar quarter period multiplied by the annualized rate of from 0 to 125 basis points. The initial fee is paid only after the completion of one full calendar quarter period following the date of the executed agreement with broker/dealers.

General Financial Planning and Consulting Terms

The terms and conditions of the financial planning and/or consulting engagement are set forth in the Advisory Agreement and QP Wealth Management requires one-half of the fixed fee payable upon execution of the Advisory Agreement. The outstanding balance is due upon delivery of the financial plan or completion of the agreed upon services. The Firm does not, however, take receipt of $1,200 or more in prepaid fees in excess of six months in advance of services rendered.

Alternative Investment Due Diligence and Investment Management Fees

The Firm charges a 1% investment due diligence fee upon receipt of executed subscription documents (if applicable) into an Alternative Investment. This applies to initial investments in an Alternative Investment by the client, as well as additional investments into an Alternative Investment by the client. The due diligence fee is charged on the commitment value or initial purchase (depending on the structure of the fund). The investment due diligence fee is charged for the bulk of the due diligence work provided by the Firm as well as the analysis of the asset allocation for that client.

In addition, the Firm charges an ongoing investment management fee of 1.00% of the most recent valuation provided by the fund as of the last day of the previous month. The annual fee is prorated and charged monthly, in advance, by QP Wealth Management. In the event the Alternative Investment does not provide a capital statement during the month the investment is funded or makes its initial capital call, QP Wealth Management reserves the right to charge the investment management fee based upon supporting documentation provided by the fund sponsor or administrator showing confirmation of purchase, or any capital calls prior to receipt of the first capital statement/valuation. These valuations are provided by the Alternative Investment through the manager and may be estimates and may lag months in delivery. Final valuations may be higher or lower for any applicable time period but it is QP Wealth Management's policy to use the information available during a given time period for both reporting and billing purposes.

We will provide the services described above for any Alternatives Investment that we recommend to you or for those agreed upon for which QP Wealth Management has been made an Interested Party.

Investment Management Fees

QP Wealth Management offers investment management services for an annual fee based on the amount of assets under the Firm's management. In certain circumstances, QP Wealth Management may also assess fees based on a client's net worth or total balance sheet assets, including held-away assets and other assets not directly managed by QP Wealth Management where QP Wealth Management provides reporting, aggregation, family office-style, consultative, or related advisory services. This management fee varies in

accordance with the following blended fee schedule:

PORTFOLIO VALUE	BASE FEE
Up to $1,000,000	1.50%
$1,000,001 - $2,499,999	1.25%
$2,500,000 - $4,999,999	1.00%
$5,000,000 - $10,000,000	0.90%
Above $10,000,001	Negotiable

QP Wealth Management does not bill the base fee for Alternative Investments, but instead charges as described above under the "*Alternative Investment Consulting and Investment Management Fees"* section. The Alternative Investments (as well as Brokerage Relationship assets as described below) are, however, counted in the portfolio value for break points in the base fee. In addition, QP Wealth Management charges a lesser fee to service 529 plans. The Firm will recommend an adviser share class and will charge the client 25 basis points (0.25%) to advise on these accounts.

The annual fee is prorated and charged monthly, in advance, based upon the market value of the assets being managed by QP Wealth Management on the last day of the previous month. For the initial period of an engagement, the fee is calculated on a *pro rata* basis. In the event the advisory agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding or unearned portion of the fee is charged or refunded to the client, as appropriate.

Additionally, for asset management services the Firm provides with respect to certain client holdings (e.g., held-away assets, accommodation accounts, other alternative investments, etc.), QP Wealth Management may negotiate a fee rate that differs from the range set forth above. Clients are advised that a conflict of interest exists for the Firm to recommend that clients engage QP Wealth Management for additional services for compensation, including rolling over retirement accounts or moving other assets to the Firm's management. Clients retain absolute discretion over all decisions regarding engaging the Firm and are under no obligation to act upon any of the recommendations.

Fee Discretion

QP Wealth Management may, in its sole discretion, negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition (including the liquidity of Alternative Investments), pre-existing/legacy client relationship, account retention and pro bono activities.

Additional Fees and Expenses

In addition to the advisory fees paid to QP Wealth Management, clients 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 securities brokerage commissions, transaction fees, custodial fees, fees attributable to alternative assets, fees charged by the Independent Managers, margin costs, charges imposed directly 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. The Firm's brokerage practices are described at length in Item 12, below.

Additional Fees for Addepar Reporting and Aggregation Services

Certain clients utilizing specialized reporting, aggregation, portfolio accounting, and related family office-style services through the Addepar platform will be charged an additional advisory fee based on the client's net worth. This fee is separate from QP Wealth Management's standard investment advisory fee and is intended to offset all or a portion of the costs associated with providing enhanced reporting, data aggregation, and related technology services.

The additional fee is charged at a rate of up to 0.07% (7 basis points) annually of the client's net worth, including assets that may not otherwise be managed directly by QP Wealth Management. Net worth for these purposes may include investment accounts, held-away assets, alternative investments, private investments, real estate holdings, cash, and other assets for which the Firm provides reporting, monitoring, aggregation, consultative, or related advisory services through the Addepar platform.

The specific fee charged will vary depending on the scope and complexity of services provided, the nature and composition of the client's balance sheet, reporting requirements, and QP Wealth Management's aggregate costs associated with licensing and maintaining the Addepar platform. Such fees will be disclosed in the client's advisory agreement or other applicable documentation prior to implementation.

As additional clients are added to the Addepar platform and related expenses are spread across a broader client base, QP Wealth Management reserves the right to reduce, modify, or eliminate this additional fee in its discretion.

Additional Fees and Expenses for Alternative Investment Consulting and Investment Management

When clients invest in Alternative Investments, the fees that the client pays to QP Wealth Management for investment advisory services are separate and distinct from the fees and expenses charged by the Alternative Investments to their investors (described in each Alternative Investment's offering documents). These fees will generally include a management fee (to the manager of the Alternative Investment), a performance fee or allocation fee and other expenses that are charged to investors (including accounting and other overhead expenses). QP Wealth Management does not share in these fees or expenses and does not receive any compensation from any third-party (be it the issuer or a broker-dealer) based on client transactions in the Alternative Investments. To fully understand the total cost incurred, clients should review the Alternative Investments' offering documents.

Some alternative investments may be offered to QP Wealth Management clients through a third-party administer. Clients investing in alternative investments through a third-party administrator (hereafter referred to as TPA) will also be charged a negotiated management fee. If a client participates in an alternative investment offering through a TPA the client will engage in a contract with the TPA that defines the terms of the relationship and the management fee charged. If a client terminates advisory services with QP Wealth Management the alternative investment will remain with the TPA and the client will continue to be responsible for the management fees, which could be materially higher. QP Wealth management does not receive compensation, fees or any other financial gain from any TPA.

Direct Fee Debit

Clients provide QP Wealth Management and/or certain Independent Managers with the authority to directly debit their accounts for payment of the investment advisory fees. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees,

have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to QP Wealth Management.

Use of Margin

QP Wealth Management can recommend that certain clients utilize margin in the client's investment portfolio or other borrowing. QP Wealth Management only recommends such borrowing for non-investment needs, such as bridge loans and other financing needs. The Firm's fees are determined based upon the value of the assets being managed gross of any margin or borrowing.

Account Additions and Withdrawals

Clients can make additions to and withdrawals from their account at any time, subject to QP Wealth Management's right to terminate an account. Additions can be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or declines to accept particular securities into a client's account. Clients can withdraw account assets on notice to QP Wealth Management, subject to the usual and customary securities settlement procedures. However, the Firm designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. QP Wealth Management may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charges) and/or tax ramifications.

Commissions and Sales Charges for Recommendations of Securities

Clients can engage certain persons associated with QP Wealth Management (but not the Firm directly) to render securities brokerage services under a separate commission-based arrangement. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with QP Wealth Management.

1. Under this arrangement, the Firm's Supervised Persons, can provide securities brokerage services and implement securities transactions under a separate commission-based arrangement. Supervised Persons will not receive brokerage commissions paid to Mutual Securities, or service (trail) fees. Prior to effecting any transactions, clients are required to enter into a separate account agreement with Mutual Securities.

A conflict of interest exists to the extent that a Supervised Person of QP Wealth Management recommends the purchase or sale of securities through a brokerage relationship where that Supervised Persons receives commissions or other additional compensation as a result of that recommendation (the "Brokerage Relationship"). The Firm and its Supervised Persons expect that the Supervised Persons will only sell variable annuities through the Brokerage Relationship. The Firm has procedures in place to ensure that any recommendations made by such Supervised Persons to engage in the Brokerage Relationship are in the best interest of that client. Because the Supervised Persons receives compensation in connection with the sale of securities in the Brokerage Relationship, a conflict of interest exists as such Supervised Persons, has an incentive to recommend more expensive investments to clients where such Supervised Persons earn more compensation with respect to the sale of such investments. Clients should understand that the investments made in the Brokerage Relationship are not receiving advisory services from the Firm. Therefore, the Firm does not have a fiduciary duty over the Brokerage Relationship recommendations. For certain accounts covered by the Employee Retirement Income Security Act of 1974 ("ERISA") and such others that QP Wealth Management, in its sole discretion, deems appropriate, QP Wealth Management provide its investment advisory services to certain clients on a fee-offset basis.

Pontera Third-Party Services Fees

QP Wealth Management does not receive any compensation from Pontera for using their services.

QP Wealth Management LLC receives compensation for insurance referrals. QP Wealth Management is currently engaged in a referral-based fee-sharing agreement. The fee-sharing agreement is for people known to QP who may need assistance with insurance. If an insurance opportunity or need is identified, a QP advisor may refer the client to individually licensed insurance agents with the client's verbal and written consent. Ultimately, if the individually licensed insurance agent recommends insurance for the client, QP would receive 50% of the commission obtained by the individually licensed insurance agent.

If an opportunity is identified, the QP advisor would reiterate that we do not provide insurance services. However, we have worked closely with any individually licensed insurance agent we recommend and for that reason, we make the connection. QP would also offer to provide the background information to help facilitate the process between the client and individually licensed insurance agent. Information may include:

- A copy of the client's financial plan (completed or in draft form)
- Background information on the client's existing insurance policies (based on what the client provides to QP)
    - o May include policy numbers and policy information.
- Personal information such as high-level health status, financial goals, and any other information that would assist the client in achieving their goals.

The connection and information shared would only be provided with the client's written and verbal approval. Information would only be shared via encrypted email. Clients are not required to work any individually licensed insurance agents we recommend.

Unless otherwise stated, any individually licensed insurance agents are not affiliated with QP.

Extraordinary Administrative Services

From time to time, current clients, former clients, or non-clients may request administrative, operational, or other non-investment services that are outside the scope of the Firm's ordinary investment advisory services and routine client servicing, including requests made after the termination of an advisory relationship or in the absence of any advisory relationship. Such services may include, but are not limited to, complex account restructurings, ownership or account title changes, coordination relating to alternative investments, or other non-routine administrative matters.

The Firm is under no obligation to provide such services to any person or entity. The Firm's decision whether to accept or decline any request for extraordinary administrative services from a former client or non-client shall be made in the Firm's sole discretion. When the Firm elects, in its sole discretion, to provide extraordinary administrative services, the Firm may charge an administrative fee of $200 per hour, based on time actually incurred.

For services requested to be performed outside of the Firm's normal business hours, the Firm may charge a rate equal to one and one-half (1.5x) the otherwise applicable hourly rate, based on time actually incurred. For purposes of this provision, the Firm's normal business hours are Monday through Friday, 8:30 a.m. to 4:30 p.m. Eastern Time, excluding federal holidays.

The Firm may also, in its sole discretion, require an advance retainer prior to commencing such services. Any retainer required will be determined based on the anticipated scope and complexity of the requested services and will be applied solely against fees earned for services actually provided.

Time incurred will be tracked, and fees will be billed monthly in arrears. The potential application of such fees, including any after-hours rate and any required retainer, will be disclosed to and agreed upon by the client, former client, or non-client prior to or at the time the services are provided. No person or entity is under any obligation to request or engage the Firm for these services.

Extraordinary Advisor-Level Consulting Services

From time to time, the Firm may be asked to provide advisor-level consulting services to current clients, former clients, or non-clients that are outside the scope of the Firm's ordinary investment advisory services, including services requested following the termination of an advisory relationship or in the absence of any advisory relationship. Such consulting services may include consultation, coordination, or collaboration with a client's or non-client's other professional advisers—including attorneys, accountants, trustees, family offices, or other advisers—regarding matters affecting shared or common clients.

The Firm is under no obligation to provide such consulting services to any person or entity. The Firm's decision whether to accept or decline any consulting engagement from a former client or non-client shall be made in the Firm's sole discretion. If the Firm elects, in its sole discretion, to provide extraordinary consulting services, the Firm may charge a consulting fee of $1,000 per hour, based on time actually incurred.

For consulting services requested to be performed outside of the Firm's normal business hours, the Firm may charge a rate equal to one and one-half (1.5x) the otherwise applicable hourly rate, based on time actually incurred. For purposes of this provision, the Firm's normal business hours are Monday through Friday, 8:30 a.m. to 4:30 p.m. Eastern Time, excluding federal holidays.

The Firm may require an advance retainer prior to commencing such services, which will be applied exclusively against consulting fees earned for services actually rendered. Consulting time will be tracked, and fees will be billed monthly in arrears. The Firm will disclose the potential application of such fees, including any after-hours rate and any required retainer, prior to or at the time the services are provided.

The provision of extraordinary consulting services does not re-establish or imply an ongoing investment advisory relationship unless expressly agreed to in writing by the parties.

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

QP Wealth Management does not receive any compensation from Pontera for using their services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

Item 7. Types of Clients

QP Wealth Management offers services to individuals, trusts, estates, corporations business entities and broker dealers.

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

Methods of Analysis and Investment Strategies

After a careful interview process clients are categorized based on Risk Tolerance, Investment Goals, Time

Horizon and Investment Needs. This is a living process and is reviewed at least once a year by the Firm. Once the client's Investment Outline is created the client's assets will be invested accordingly. The majority of products used are individual stocks, ADRs, master limited partnerships, bonds and exchange traded funds (ETFs). In very limited circumstances mutual funds will be used when they offer access to Investment Themes that are beyond the scope of the Firm's investment team.

The portfolios that the Firm uses to manage client assets are as follows:

Large Cap Core – This portfolio is made up of MegaCap stocks, ADRs and some ETFs. Though most of these will represent US Domestic Markets, the companies are Global in nature. Examples could include Apple, Alphabet, Disney, Walmart, etc. (these are just examples and may not be in any client's portfolio). This portfolio can drift from Value to Growth as the Market adjusts. The benchmark is the S&P 500.

Growth Portfolio – Selected from the Nasdaq Composite (though no Micro-Caps), a concentrated Portfolio of stocks and ETFs (10 stocks 4-5 ETFs) using pure Momentum as the main guiding force. Large Sector concentration can occur.

International – This portfolio is mostly made up of ETFs but for clients with higher Risk Tolerances. ADRs will be included. The benchmark is the ACWI ex-US.

SMID (Small and Mid Cap) – This portfolio includes a mixture of ETFs to capture the Small and MidCap portion of the US Market. For those with a greater Risk Tolerance stocks and ADRs will be added. The benchmark is the Russell 2500.

MLPs – ETFs and closed end funds will be used especially for Tax Harvesting. The benchmark is Alerian.

Taxable Bonds – This portfolio is made up of a mix of individual issues as well as ETFs and mutual funds for smaller accounts. This can be tailored for Income or as a Beta diversifier. The benchmark is the Barclays Agg (AGG).

Tax Exempt Bonds – This portfolio is similar to the Taxable Bond portfolio. Unless stated, some Taxable Fixed income will be added for Diversification and Tactical needs. The benchmark is the Barclays Muni Agg (MUB).

Covered Calls – Large Cap Core, International, and SMID can also have a Covered Call overlay for either Income or Risk Control. The benchmark is the CBOE BuyRite Index.

Bond Ladder Portfolio: Tailored to the Client's specific needs we construct a portfolio of bonds that mature at continuously spaced intervals. As the bonds mature the client can choose to roll over the principal to later dated bonds.

In addition, on a limited basis, QP Wealth Management will use Independent Managers. The Independent Managers' fees will be in addition to the Firm's fees.

Risk of Loss

The following list of risk factors does not purport to be a complete enumeration or explanation of the risks

involved with respect to the Firm's investment management activities. Clients should consult with their legal, tax, and other advisors before engaging the Firm to provide investment management services on their behalf.

Market Risks

Investing involves risk, including the potential loss of principal, and all investors should be guided accordingly. The profitability of a significant portion of QP Wealth Management's recommendations and/or investment decisions may depend primarily upon correctly assessing the future course of price movements of stocks, bonds and other asset classes. In addition, investments may be adversely affected by financial markets and economic conditions throughout the world. There can be no assurance that QP Wealth Management will be able to predict these price movements accurately or capitalize on any such assumptions.

Volatility Risks

The prices and values of investments can be highly volatile, and are influenced by, among other things, interest rates, general economic conditions, the condition of the financial markets, the financial condition of the issuers of such assets, changing supply and demand relationships, and programs and policies of governments.

Cash Management Risks

The Firm may invest some of a client's assets temporarily in money market funds or other similar types of investments, during which time an advisory account may be prevented from achieving its investment objective.

Equity-Related Securities and Instruments

The Firm may take long positions in common stocks of U.S. and non-U.S. issuers traded on national securities exchanges and over-the-counter markets. The value of equity securities varies in response to many factors. These factors include, without limitation, factors specific to an issuer and factors specific to the industry in which the issuer participates. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments, and the stock prices of such companies may suffer a decline in response. In addition, equity securities are subject to stock risk, which is the risk that stock prices historically rise and fall in periodic cycles. U.S. and non-U.S. stock markets haveexperienced periods of substantial price volatility in the past and may do so again in the future. In addition, investments in small-capitalization, mid-capitalization and financially distressed companies may be subject to more abrupt or erratic price movements and may lack sufficient market liquidity, and these issuers often face greater business risks.

Fixed Income Securities

Fixed income securities are subject to the risk of the issuer's or a guarantor's inability to meet principal and interest payments on its obligations and to price volatility.

Mutual Funds and ETFs

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for

a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (*e.g.*, sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Alternative Investment/ Private Fund Risk

Investing in alternative investments is speculative, not suitable for all clients, and intended for experienced and sophisticated investors who are willing to bear the high economic risks 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 • Restrictions on transferring interests in the investment • Potential lack of diversification and resulting higher risk due to concentration of trading authority when a single adviser is utilized • Complex payout structure risk as the payout structures for each alternative product vary and are often complex. Alternative investments may have complicated limits or formulas for the calculation of investor returns. Investors should read the prospectus, private placement memorandum or other offering documentation for specific details on the respective alternative investment product payout structure • Absence of information regarding valuations and pricing • Complex tax strategies and delays in tax reporting • Less regulation and higher fees than mutual funds. • Risks associated with the operations, personnel, and processes of the manager of the funds investing in alternative investments.

QP Wealth Management recommends that certain clients invest in pooled privately placed investment vehicles (*e.g.*, hedge funds, private equity funds, etc.). The managers of these vehicles have broad discretion in selecting the investments. There are few limitations on the types of securities or other financial instruments which may be traded and no requirement to diversify. Hedge funds may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the vehicle. In addition, because the vehicles are not registered as investment companies, there is an absence of regulation. There are numerous other risks in investing in these securities. Clients should consult each fund's private placement memorandum and/or other documents explaining such risks prior to investing.

Use of Independent Managers

As stated above, QP Wealth Management selects certain Independent Managers to manage a portion of its clients' assets. In these situations, QP Wealth Management continues to conduct ongoing due diligence of

such managers, but such recommendations rely to a great extent on the Independent Managers' ability to successfully implement their investment strategies. In addition, QP Wealth Management does not have the ability to supervise the Independent Managers on a day-to-day basis.

Master Limited Partnerships (MLPs)

Master Limited Partnerships ("MLPs") are collective investment vehicles, the partnership interests of which are publicly traded on national securities exchanges. MLPs invest primarily in companies within the energy sector that engage in qualifying lines of business, such as natural resource production and mineral refinement. MLPs are therefore subject to the underlying volatility of the energy industry and may be adversely affected by changes to supply and demand, regional instability, currency spreads, inflation and interest rate fluctuations, among other such factors. In addition, MLPs operate as pass-through tax entities, meaning that investors are liable for their pro rata share of the partnership taxes, regardless of the types of accounts where the interests are held.

Options

Options allow investors to buy or sell a security at a contracted "strike" price at or within a specific period of time. Clients may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge (i.e., limit) losses in an attempt to reduce risk or to speculate on the performance of the underlying securities. Options transactions contain a number of inherent risks, including the partial or total loss of principal in the event that the value of the underlying security or index does not increase/decrease to the level of the respective strike price. Holders of options contracts are also subject to default by the option writer which may be unwilling or unable to perform its contractual obligations.

Use of Margin

The Firm does not recommend the use of margin by clients. The Alternative Investments, may however, use leverage or other borrowing in their strategies. While the use of margin borrowing or other leverage for investments can substantially improve returns, it may also increase overall portfolio risk. As described in the "*Use of Private Collective Investment Vehicles*" section above, clients should consult each fund's private placement memorandum and/or other documents explaining such risks prior to investing.

Currency Risks

An advisory account that holds investments denominated in currencies other than the currency in which the advisory account is denominated may be adversely affected by the volatility of currency exchange rates.

Interest Rate Risks

Interests rates may fluctuate significantly, causing price volatility with respect to securities or instruments held by clients.

Item 9. Disciplinary Information

QP Wealth Management has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management.

Item 10. Other Financial Industry Activities and Affiliations

This item requires investment advisers to disclose certain financial industry activities and affiliations.

Registered Representatives of a Broker-Dealer

None of the Firm's Supervised Persons are registered representatives of a broker-dealer.

Licensed Insurance Agents

A number of the Firm's Supervised Persons are licensed insurance agents and offer certain insurance products on a fully-disclosed commissionable basis. A conflict of interest exists to the extent that QP Wealth Management recommends the purchase of insurance products where its Supervised Persons are entitled to insurance commissions or other additional compensation. The Firm has procedures in place whereby it seeks to ensure that all recommendations are made in its clients' best interest regardless of any such affiliations.

Financial Institution Consulting Services

QP Wealth Management has agreement(s) with broker/dealers to provide investment consulting services to Brokerage Customers. Broker/dealers pay compensation to QP Wealth Management] for providing investment consulting services to Customers. This consulting arrangement does not include assuming discretionary authority over Brokerage Customers' brokerage accounts or the monitoring of securities. These consulting services offered to Brokerage Customers may include a general review of Brokerage Customers' investment holdings, which may or may not result in QP Wealth Management's investment adviser representative making specific securities recommendations or offering general investment advice. Brokerage Customers will execute a written advisory agreement directly with QP Wealth Management.

This relationship presents conflicts of interest. Potential conflicts are mitigated by Brokerage Customers consenting to receive investment consulting services from QP Wealth Management by QP Wealth Management not accepting or billing for additional compensation on broker/dealers' Assets Under Management beyond the consulting fees disclosed in Item 5 in connection with the investment consulting services; and by QP Wealth Management not engaging as, or holding itself out to the public as, a securities broker/dealer. QP Wealth Management is not affiliated with any broker/dealer.

Item 11. Code of Ethics

QP Wealth Management has adopted a code of ethics in compliance with applicable securities laws ("Code of Ethics") that sets forth the standards of conduct expected of its Supervised Persons. QP Wealth Management's Code of Ethics contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its Supervised Persons and the trading by the same of securities ahead of clients in order to take advantage of pending orders.

The Code of Ethics also requires certain of QP Wealth Management's personnel to report their personal securities holdings and transactions and obtain pre-approval of certain investments (*e.g.*, initial public offerings, limited offerings). However, the Firm's Supervised Persons are permitted to buy or sell securities

that it also recommends to clients if done in a fair and equitable manner that is consistent with the Firm's policies and procedures. This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by certain personnel to be completed without any appreciable impact on the markets of such securities. Therefore, under limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client, no Supervised Person with access to this information may knowingly effect for themselves or for their immediate family (i.e., spouse, minor children and adults living in the same household) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the Supervised Person is completed as part of a batch trade with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by money market funds; and iv) shares issued by other unaffiliated open-end mutual funds.

Clients and prospective clients may contact QP Wealth Management to request a copy of its Code of Ethics.

Item 12. Brokerage Practices

Recommendation of Broker-Dealers for Client Transactions

QP Wealth Management recommends that clients utilize the custody, brokerage and clearing services of Pershing Advisor Solutions ("Pershing") for investment management accounts. The final decision to custody assets with Pershing is at the discretion of the client, including those accounts under ERISA or IRA rules and regulations, in which case the client is acting as either the plan sponsor or IRA accountholder. QP Wealth Management is independently owned and operated and not affiliated with Pershing. Pershing provides QP Wealth Management with access to its institutional trading and custody services, which are typically not available to retail investors.

Factors which QP Wealth Management considers in recommending Pershing or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. Pershing enables the Firm to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. Pershing has also agreed to reimburse clients for exit fees associated with moving accounts to Pershing. The reimbursement is only available up to a certain amount for all of the Firm's clients over a twelve-month period. Fees are reimbursed on a first-come-first-served basis so that no clients are favored. The commissions and/or transaction fees charged by Pershing may be higher or lower than those charged by other Financial Institutions.

The commissions paid by QP Wealth Management's clients to Pershing comply with the Firm's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified Financial

Institution might charge to affect the same transaction where QP Wealth Management determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Financial Institution's services, including among others, the value of research provided, execution capability, commission rates and responsiveness. QP Wealth Management seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Consistent with obtaining best execution, brokerage transactions are directed to certain broker-dealers in return for investment research products and/or services which assist QP Wealth Management in its investment decision-making process. Such research will be used to service all of the Firm's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because QP Wealth Management does not have to produce or pay for the products or services.

QP Wealth Management periodically and systematically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

Software and Support Provided by Financial Institutions

QP Wealth Management receives without cost from Pershing administrative support, computer software, related systems support, as well as other third party support as further described below (together "Support") which allow QP Wealth Management to better monitor client accounts maintained at Pershing and otherwise conduct its business. QP Wealth Management receives the Support without cost because the Firm renders investment management services to clients that maintain assets at Pershing. The Support is not provided in connection with securities transactions of clients (i.e., not "soft dollars"). The Support benefits QP Wealth Management, but not its clients directly. Clients should be aware that QP Wealth Management's receipt of economic benefits such as the Support from a broker-dealer creates a conflict of interest since these benefits will influence the Firm's choice of broker-dealer over another that does not furnish similar software, systems support or services, especially because the support is contingent upon clients placing a certain level(s) of assets at Pershing. In fulfilling its duties to its clients, QP Wealth Management endeavors at all times to put the interests of its clients first and has determined that the recommendation of Pershing is in the best interest of clients and satisfies the Firm's duty to seek best execution.

Specifically, QP Wealth Management receives the following benefits from Pershing: i) receipt of duplicate client confirmations and bundled duplicate statements; ii) access to a trading desk that exclusively services its institutional traders; iii) access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and iv) access to an electronic communication network for client order entry and account information. In addition, the Firm receives funds to be used toward qualifying third-party service providers for research, marketing, compliance, technology and software platforms and services.

Brokerage for Client Referrals

QP Wealth Management does not consider, in selecting or recommending broker-dealers, whether the Firm

receives client referrals from the Financial Institutions or other third party.

Directed Brokerage

The client may direct QP Wealth Management in writing to use a particular Financial Institution to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that Financial Institution and the Firm will not seek better execution services or prices from other Financial Institutions or be able to "batch" client transactions for execution through other Financial Institutions with orders for other accounts managed by QP Wealth Management (as described above). As a result, the client may pay higher commissions or other transaction costs, greater spreads or may receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, QP Wealth Management may decline a client's request to direct brokerage if, in the Firm's sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers (as further discussed below).

Commissions or Sales Charges for Recommendations of Securities

None of the firm's Supervised Persons are registered representatives of any broker-dealer. The only commissions received are from insurance sales. Therefore, clients are advised that certain Supervised Persons will receive commissions from insurance sales and insurance trails. The Firm is cognizant of its duty to obtain best execution and has implemented policies and procedures reasonably designed in such pursuit.

Trade Aggregation

Transactions for each client will be affected independently, unless QP Wealth Management decides to purchase or sell the same securities for several clients at approximately the same time. QP Wealth Management may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the Firm's clients differences in prices and commissions or other transaction costs that might not have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and allocated among QP Wealth Management's clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that the Firm determines to aggregate client orders for the purchase or sale of securities, including securities in which QP Wealth Management's Supervised Persons may invest, the Firm does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. QP Wealth Management does not receive any additional compensation or remuneration as a result of the aggregation.

In the event that the Firm determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which include: (i) whenonly a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to

other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, the Firm may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Item 13. Review of Accounts

Account Reviews

QP Wealth Management monitors client portfolios on a continuous and ongoing basis while regular account reviews are conducted on at least a quarterly basis. Such reviews are conducted by the Firm's investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals and objectives with QP Wealth Management and to keep the Firm informed of any changes thereto. The Firm contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and quarterly to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

Account Statements and Reports

Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. From time-to-time or as otherwise requested, clients may also receive written or electronic reports from QP Wealth Management and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Certain reports may include aggregated information regarding held-away assets, alternative investments, or other assets maintained outside QP Wealth Management through third-party reporting and aggregation platforms utilized by QP Wealth Management. Clients should compare the account statements they receive from their custodian with any documents or reports they receive from QP Wealth Management or an outside service provider.

Item 14. Client Referrals and Other Compensation

The Firm does not currently provide compensation to any third-party solicitors for client referrals. The Firm receives economic benefits from Pershing. The benefits, conflicts of interest and how they are addressed are discussed above in response to Item 12.

Item 15. Custody

QP Wealth Management is deemed to have custody of client funds and securities because the Firm is given the ability to debit client accounts for payment of the Firm's fees. As such, client funds and securities are maintained at one or more Financial Institutions that serve as the qualified custodian with respect to such assets. Such qualified custodians will send account statements to clients at least once per calendar quarter that typically detail any transactions in such account for the relevant period.

In addition, as discussed in Item 13, QP Wealth Management will also send, or otherwise make available, periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the Financial Institutions and compare them to those received from QP Wealth Management.

Custody is also disclosed in Form ADV because QP Wealth Management has authority to transfer money from client account(s), which constitutes a standing letter of authorization (SLOA). Accordingly, QP Wealth Management will follow the safeguards specified by the SEC rather than undergo an annual audit.

Item 16. Investment Discretion

QP Wealth Management is given the authority to exercise discretion on behalf of clients. QP Wealth Management is considered to exercise investment discretion over a client's account if it can effect and/or direct transactions in client accounts without first seeking their consent. QP Wealth Management is given this authority through a power-of-attorney included in the agreement between QP Wealth Management and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). QP Wealth Management takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The Independent Managers to be hired or fired.

Item 17. Voting Client Securities

Voting Client Securities QP Wealth does not accept the authority to vote a client's securities (i.e., proxies) on their behalf. Clients receive proxies directly from the Financial Institutions where their assets are custodied and may contact QP Wealth Management with any questions regarding such issuer solicitations.

Item 18. Financial Information

QP Wealth Management is not required to disclose any financial information due to the following:

- The Firm does not require or solicit the prepayment of more than $1,200 in fees six months or more in advance of services rendered;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.