FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

Primary Business Name: SMARTPLAN INVESTING CRD Number: 141977

Rev. 10/2021

Annual Amendment - All Sections

3/25/2025 10:14:42 PM

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal

	prosecution. You must ke	ep this form updated by	filing periodic amendments. See Fo	orm ADV General Instruction 4.			
Ite	m 1 Identifying Information						
				t you. If you are filing an <i>umbrella registration</i> , the information in assist you with filing an <i>umbrella registration</i> .			
A.	Your full legal name (if you are a sole proprietor, your last, first, and middle names): FINANCIAL PLANNING COUNSELORS, INC.						
В.	(1) Name under which you primar SMARTPLAN INVESTING	rily conduct your advisor	y business, if different from Item 1.	Α.			
	List on Section 1.B. of Schedule D	any additional names u	nder which you conduct your adviso	ory business.			
	(2) If you are using this Form AD\	V to register more than o	one investment adviser under an <i>un</i>	nbrella registration, check this box \Box			
	If you check this box, complete a	Schedule R for each rely	ving adviser.				
C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.(1)), enter the new name and specify whether to change is of your legal name or your primary business name:							
D.	(1) If you are registered with the(2) If you report to the SEC as an(3) If you have one or more Centre	exempt reporting advise		'), all of your CIK numbers:			
E.	(1) If you have a number ("CRD N	Number") assigned by th	e FINRA's CRD system or by the IAP	RD system, your <i>CRD</i> number: 141977			
	If your firm does not have a CRD	number, skip this Item 2	1.E. Do not provide the CRD number	r of one of your officers, employees, or affiliates.			
	(2) If you have additional <i>CRD</i> Nu	ımbers, your additional (CRD numbers:				
			No Information Filed				
F.	Principal Office and Place of Busin	ess					
	(1) Address (do not use a P.O. Bo Number and Street 1: 14255 US HIGHWAY 1 City: JUNO BEACH	ox): State: Florida	Number and Street 2: SUITE 240 Country: United States	ZIP+4/Postal Code: 33408			
	If this address is a private res	sidence, check this box:					
	you are applying for registrat which you are applying for re or if you are reporting to the your most recently completed	ion, or are registered, w gistration or with whom SEC as an exempt repoi d fiscal year.	ith one or more state securities aut you are registered. If you are apply	f business, at which you conduct investment advisory business. If horities, you must list all of your offices in the state or states to ring for SEC registration, if you are registered only with the SEC, five offices in terms of numbers of employees as of the end of			

(4) Facsimile number at this location, if any:

(3) Telephone number at this location:

9:00AM - 5:00PM

561-744-9516

Normal business hours at this location:

Omonday - Friday Other: BY APPOINTMENT ONLY

(5) What is the total number of offices, other than your *principal office and place of business*, at which you conduct investment advisory business as of the end of your most recently completed fiscal year?

G.	Mailing address, if different from your principal office and place of business address:							
	Number and Street 1:		Number and Street	2:				
	City:	State:	Country:	ZIP+4/Postal Code:				
	If this address is a private	residence, check this box:						
н.	If you are a sole proprietor,	state your full residence a	nddress, if different from your <i>princ</i>	ipal office and place of business address in Item 1.F.:				
	Number and Street 1:		Number and Street	2:				
	City:	State:	Country:	ZIP+4/Postal Code:				
					Yes No			
I.	Do you have one or more w LinkedIn)?	ebsites or accounts on pul	blicly available social media platforr	ns (including, but not limited to, Twitter, Facebook and	© 0			
	D. If a website address serv addresses for all of the othe publicly available social med	ves as a portal through wh er information. You may ne dia platforms where you do	ich to access other information you eed to list more than one portal add	n publicly available social media platforms on Section 1.1 have published on the web, you may list the portal with fress. Do not provide the addresses of websites or accou ovide the individual electronic mail (e-mail) addresses o	nout listing unts on			
J.	Chief Compliance Officer							
			Chief Compliance Officer. If you are lave one. If not, you must complete	e an <i>exempt reporting adviser</i> , you must provide the contribution 1.K. below.	ntact			
	Name: ROY E. WILEY		Other titles, if any: PRESIDENT & COMPLIANCE	OFFICER				
	Telephone number: 561-744-9516		Facsimile number, if any:					
	Number and Street 1: 14255 US HIGHWAY 1		Number and Street 2: SUITE 240					
	City:	State:	Country:	ZIP+4/Postal Code:				
	JUNO BEACH	Florida	United States	33408				
		e Officer is compensated o ct of 1940 that you advise		an you, a <i>related person</i> or an investment company regi eer services to you, provide the <i>person's</i> name and IRS I				
	IRS Employer Identification	Number:						
K.	Additional Regulatory Contact Person: If a person other than the Chief Compliance Officer is authorized to receive information and respond to questions about this Form ADV, you may provide that information here.							
	Name:		Titles:					
	Telephone number:		Facsimile number, if	any:				
	Number and Street 1:		Number and Street	2:				
	City:	State:	Country:	ZIP+4/Postal Code:				
	Electronic mail (e-mail) add	dress, if contact person ha	s one:					
					Yes No			
L.	Do you maintain some or al somewhere other than your		· · · · · · · · · · · · · · · · · · ·	ction 204 of the Advisers Act, or similar state law,	0 0			
	If "yes," complete Section 1.L. of Schedule D.							
	A				Yes No			
М.	Are you registered with a foreign financial regulatory authority?							
	Answer "no" if you are not i regulatory authority. If "yes	-		f you have an affiliate that is registered with a foreign fi	nancial			
	J ,, , , , , , , , , ,	, p 222.00. 20.11			Yes No			
N.	Are you a public reporting o	company under Sections 12	2 or 15(d) of the Securities Exchang	ge Act of 1934?	0 0			
					Yes No			
0.	Did you have \$1 billion or m		day of your most recent fiscal year?		0 0			
	, ss,iac is the approxim	a or jour assets						

C \$1 billion to less the	an \$10 billion			
C \$10 billion to less the	nan \$50 billion			
Solution or more				
C 430 pillion of more				
	O. only, "assets" refers to your total assets n the balance sheet for your most recent f	-	age on behalf of clients. Determine your total	assets using
P. Provide your <i>Legal Entit</i> y	/ Identifier if you have one:			
A legal entity identifier is	s a unique number that companies use to i	dentify each other in the financia	l marketplace. You may not have a <i>legal entit</i> y	y identifier.
ECTION 1.B. Other Busine	ss Names			
List your other business nam	nes and the jurisdictions in which you use t	them. You must complete a separ	ate Schedule D Section 1.B. for each business	name.
Name: SMARTPLAN INVESTI	NG			
Jurisdictions				
□AL	□IL	□ NE	□sc	
□ak		□ NV	□sp	
□ AZ	□ IA	□ NH	□ TN	
□ AR	□ĸs	□ NJ	□ TX	
□ CA	□ KY	□ NM	□ UT	
	□ LA			
□ co		□ NY	□ VT	
□ ст 	☐ ME	□ NC	□ VI	
□ DE	□ MD	□ ND	□ VA	
□ DC	□ MA	□ он	∥ □ wa	
▽ FL	□ MI	□ок	□ wv	
☑ GA	☐ MN	□ OR	□ wɪ	
□ GU	☐ MS	□ PA	□ wy	
□ні	□мо	□ PR	☐ Other:	
□ID	□ MT	□RI		
ECTION 1.F. Other Offices	:			
		· ·	;, at which you conduct investment advisory b	
	, list only the largest twenty-five offices (ir		tion, if you are registered only with the SEC, $\mathfrak q$).	or ir you are
Number and Street 1:		Number and Street 2:		
10 GLENLAKE PARKWAY		SUITE 130		
City:	State:	Country:	ZIP+4/Postal Code:	
ATLANTA	Georgia	United States	30328	
If this address is a private re	esidence, check this box: $lacksquare$			
Telephone Number: 770-450-6625	Facsimile Nun	nber, if any:		
	required to be registered with FINRA or a s ch Office Registration Form (Form BR), ple	-	nch office location for a broker-dealer or inves ber here:	tment
How many <i>employees</i> perfor 1	m investment advisory functions from this	office location?		
Are other business activities	conducted at this office location? (check a	ll that apply)		
\square (1) Broker-dealer (registe	red or unregistered)			
\square (2) Bank (including a sepa	arately identifiable department or division of	of a bank)		
(3) Insurance broker or a				

(4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (5) Registered municipal advisor (6) Accountant or accounting firm							
\square (7) Lawyer or law firm							
Describe any other investment-related business activities	es conducted from t	his office location:					
Complete the following information for each office, other than your <i>principal office and place of business</i> , at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an <i>exempt reporting adviser</i> , list only the largest twenty-five offices (in terms of numbers of <i>employees</i>).							
Number and Street 1: 6951 LAKESIDE ROAD		Number and Street 2:					
City: WEST PALM BEACH	State: Florida	Country: United States	ZIP+4/Postal Code: 33411				
If this address is a private residence, check this box:	Z						
Telephone Number: 407-694-5177	Facsimile Numbe 407-264-8841	r, if any:					
If this office location is also required to be registered wi adviser on the Uniform Branch Office Registration Form							
How many <i>employees</i> perform investment advisory fund	ctions from this offic	ce location?					
Are other business activities conducted at this office loc (1) Broker-dealer (registered or unregistered) (2) Bank (including a separately identifiable departm (3) Insurance broker or agent (4) Commodity pool operator or commodity trading a	ent or division of a l	bank)	istration)				
(4) Commonly pool operator of commonly trading a	advisor (whether reg	gistered of exempt from regi	stration)				
\square (6) Accountant or accounting firm \square (7) Lawyer or law firm							
Describe any other <i>investment-related</i> business activities conducted from this office location:							
SECTION 1.I. Website Addresses							
List your website addresses, including addresses for accommitted to, Twitter, Facebook and/or LinkedIn). You must media platform.			ms where you control the content (including, but not or each website or account on a publicly available social				
Address of Website/Account on Publicly Available Social	Media Platform: h	https://www.facebook.com/a	americandreamexperience				
Address of Website/Account on Publicly Available Social	Media Platform: I	HTTP://WWW.SMARTPLANIN	VESTING.COM				
Address of Website/Account on Publicly Available Social	Media Platform: h	https://www.facebook.com/	groups/356066204579344				
Address of Website/Account on Publicly Available Social	Media Platform: I	https://www.youtube.com/c	hannel/UCWF4PxxUpzG5oXRp-GQq0ug?view_as=subscriber				
Address of Website/Account on Publicly Available Social	Media Platform: H	HTTP://WWW.THEINVESTOR	COACH.COM				

Address of Website/Account on Publicly Available Social Media Platform: https://www.instagram.com/smartplaninvesting/						
Address of Website/Account on Publicly Available Social Media Platform: https://www.linkedin.com/company/smartplan-investing/						
SECTION 1.L. Location of Books and Records						
SECTION 1.E. Education of Books and Records						
No Information Filed						
SECTION 1.M. Registration with Foreign Financial Regulatory Authorities						
No Information Filed						

Iter	n 3 Form of Organization
If yo	ou are filing an umbrella registration, the information in Item 3 should be provided for the filing adviser only.
A.	How are you organized?
	© Corporation
	C Sole Proprietorship
	C Limited Liability Partnership (LLP)
	C Partnership
	C Limited Liability Company (LLC)
	C Limited Partnership (LP)
	Other (specify):
	If you are changing your response to this Item, see Part 1A Instruction 4.
В.	In what month does your fiscal year end each year? DECEMBER
c.	Under the laws of what state or country are you organized?
	State Country
	Florida United States
	If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.
	If you are changing your response to this Item, see Part 1A Instruction 4.

Ite	Item 4 Successions							
		Yes	No					
A.	Are you, at the time of this filing, succeeding to the business of a registered investment adviser, including, for example, a change of your structure or legal status (e.g., form of organization or state of incorporation)?	0	⊚					
	If "yes", complete Item 4.B. and Section 4 of Schedule D.							
В.	Date of Succession: (MM/DD/YYYY)							
	If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instead.	ructi	on					

SECTION 4 Successions

Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.

Employees

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

A. Approximately how many employees do you have? Include full- and part-time employees but do not include any clerical workers.

4

B. (1) Approximately how many of the employees reported in 5.A. perform investment advisory functions (including research)?

2

- (2) Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer?
- (3) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives*?

4

(4) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives* for an investment adviser other than you?

Λ

(5) Approximately how many of the employees reported in 5.A. are licensed agents of an insurance company or agency?

n

(6) Approximately how many firms or other persons solicit advisory clients on your behalf?

0

In your response to Item 5.B.(6), do not count any of your employees and count a firm only once – do not count each of the firm's employees that solicit on your behalf.

Clients

In your responses to Items 5.C. and 5.D. do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

- C. (1) To approximately how many *clients* for whom you do not have regulatory assets under management did you provide investment advisory services during your most recently completed fiscal year?
 - (2) Approximately what percentage of your clients are non-United States persons? 0%
- D. For purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships.

The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, do not answer (1)(d) or (3)(d) below.

Indicate the approximate number of your *clients* and amount of your total regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of *clients*. If you have fewer than 5 *clients* in a particular category (other than (d), (e), and (f)) you may check Item 5.D.(2) rather than respond to Item 5.D.(1).

The aggregate amount of regulatory assets under management reported in Item 5.D.(3) should equal the total amount of regulatory assets under management reported in Item 5.F.(2)(c) below.

If a *client* fits into more than one category, select one category that most accurately represents the *client* to avoid double counting *clients* and assets. If you advise a registered investment company, business development company, or pooled investment vehicle, report those assets in categories (d), (e), and (f) as applicable.

(1) Number of Client(s)	(2) Fewer than 5 Clients	(3) Amount of Regulatory Assets under Management
300		\$
		\$
		\$
		\$
		\$
	Client(s)	Client(s) Clients

Г								
	(f) Pooled investment vehicles (other than investment obusiness development companies)	companies and		\$				
((g) Pension and profit sharing plans (but not the plan p	participants or		\$				
H	government pension plans) (b) Charitable organizations			\$				
F	(h) Charitable organizations							
1.	(i) State or municipal <i>government entities</i> (including government entities)	overnment		\$				
	(j) Other investment advisers			\$				
	(k) Insurance companies			\$				
[(I) Sovereign wealth funds and foreign official institutio	ns		\$				
7	(m) Corporations or other businesses not listed above			\$				
	(n) Other:			\$				
_								
E. You	repensation Arrangements You are compensated for your investment advisory serv (1) A percentage of assets under your managem (2) Hourly charges (3) Subscription fees (for a newsletter or periodic (4) Fixed fees (other than subscription fees) (5) Commissions (6) Performance-based fees (7) Other (specify): CO-ADVISOR FEES	nent	pply):					
Item 5	5 Information About Your Advisory Business - Reg	gulatory Assets Under	Management					
	llatory Assets Under Management	<u>, </u>						
	,			Yes No				
F. (1	Do you provide continuous and regular supervisory (or management service:	s to securities portfolios?	ဂ ၜ				
-	 If yes, what is the amount of your regulatory assets 	_		○ ●				
(2		U.S. Dollar Amount		mber of Accounts				
	Discretionary: (a)		(d)	imper of Accounts				
	Non-Discretionary: (b)							
	Total: (c)		(e) (f)					
	iotai. (C)	Ψ	(1)					
(3	Part 1A Instruction 5.b. explains how to calculate y completing this Item. 3) What is the approximate amount of your total regula non-United States persons?		-	·				
	5 Information About Your Advisory Business - Adv	visory Activities						
	sory Activities	de all that areals						
7 7 7 7 7 7 8	 What type(s) of advisory services do you provide? Check all that apply. ✓ (1) Financial planning services ◯ (2) Portfolio management for individuals and/or small businesses ◯ (3) Portfolio management for investment companies (as well as "business development companies" that have made an election pursuant to section 54 of the Investment Company Act of 1940) ◯ (4) Portfolio management for pooled investment vehicles (other than investment companies) ◯ (5) Portfolio management for businesses (other than small businesses) or institutional <i>clients</i> (other than registered investment companies and other pooled investment vehicles) ◯ (6) Pension consulting services ◯ (7) Selection of other advisers (including <i>private fund</i> managers) ◯ (8) Publication of periodicals or newsletters ◯ (9) Security ratings or pricing services ◯ (10) Market timing services ✓ (11) Educational seminars/workshops ✓ (12) Other(specify): INVESTMENT CONSULTING & MONITORING 							
I	Do not check Item 5.G.(3) unless you provide advisory Investment Company Act of 1940, including as a subad investment companies to which you provide advice in S	viser. If you check Item	5.G.(3), report the 811 or 814 num					
	. If you provide financial planning services, to how many <i>clients</i> did you provide these services during your last fiscal year? C 0							

I.	 1 - 10 11 - 25 26 - 50 51 - 100 101 - 250 251 - 500 More than 500 If more than 500, how many? (round to the nearest 500) In your responses to this Item 5.H., do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relativistic throse investors. (1) Do you participate in a wrap fee program? (2) If you participate in a wrap fee program, what is the amount of your regulatory assets under management attributable to acting as:	Yes	ip S No ⊙
	(a) sponsor to a wrap fee program \$ (b) portfolio manager for a wrap fee program? \$		
	(c) <i>sponsor</i> to and portfolio manager for the same <i>wrap fee program</i> ? \$		
	If you report an amount in Item $5.I.(2)(c)$, do not report that amount in Item $5.I.(2)(a)$ or Item $5.I.(2)(b)$.		
	If you are a portfolio manager for a wrap fee program, list the names of the programs, their sponsors and related information in Section 5.I.(2) of S D.	chedu	ule
	If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered a wrap fee program, do not check Item 5.I.(1) or enter any amounts in response to Item 5.I.(2).		ough No
J.	(1) In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide investment advice only with respect to limited types of investments?	•	0
	(2) Do you report <i>client</i> assets in Item 4.E. of Part 2A that are computed using a different method than the method used to compute your regulatory assets under management?	0	•
K.	Separately Managed Account <i>Clients</i>	.,	
	(1) Do you have regulatory assets under management attributable to <i>clients</i> other than those listed in Item 5.D.(3)(d)-(f) (separately managed account <i>clients</i>)?		o No ⊙
	If yes, complete Section 5.K.(1) of Schedule D.		
	(2) Do you engage in borrowing transactions on behalf of any of the separately managed account <i>clients</i> that you advise?	0	•
	If yes, complete Section 5.K.(2) of Schedule D.		
	(3) Do you engage in derivative transactions on behalf of any of the separately managed account clients that you advise?	0	•
	If yes, complete Section 5.K.(2) of Schedule D.		
	(4) After subtracting the amounts in Item 5.D.(3)(d)-(f) above from your total regulatory assets under management, does any custodian hold ten percent or more of this remaining amount of regulatory assets under management?	0	•
	If yes, complete Section 5.K.(3) of Schedule D for each custodian.		
L.	Marketing Activities	Voc	. No
	(1) Do any of your <i>advertisements</i> include:		
	(a) Performance results?	0	0
	(b) A reference to specific investment advice provided by you (as that phrase is used in rule 206(4)-1(a)(5))?	0	0
	(c) Testimonials (other than those that satisfy rule 206(4)-1(b)(4)(ii))?	0	0

(d) Endorsements (other than those that satisfy rule 206(4)-1(b)(4)(ii))?	0	C	5
(e) Third-party ratings?	0	C	5
(2) If you answer "yes" to L(1)(c), (d), or (e) above, do you pay or otherwise provide cash or non-cash compensation, directly or indirectly, in connection with the use of <i>testimonials</i> , <i>endorsements</i> , or <i>third-party ratings</i> ?	0	C	,
(3) Do any of your advertisements include hypothetical performance?	0	C	,
(4) Do any of your advertisements include predecessor performance ?	0	C	,

SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies

No Information Filed

SECTION 5.I.(2) Wrap Fee Programs

No Information Filed

SECTION 5.K.(1) Separately Managed Accounts

After subtracting the amounts reported in Item 5.D.(3)(d)-(f) from your total regulatory assets under management, indicate the approximate percentage of this remaining amount attributable to each of the following categories of assets. If the remaining amount is at least \$10 billion in regulatory assets under management, complete Question (a). If the remaining amount is less than \$10 billion in regulatory assets under management, complete Question (b).

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

End of year refers to the date used to calculate your regulatory assets under management for purposes of your annual updating amendment. Mid-year is the date six months before the end of year date. Each column should add up to 100% and numbers should be rounded to the nearest percent.

Investments in derivatives, registered investment companies, business development companies, and pooled investment vehicles should be reported in those categories. Do not report those investments based on related or underlying portfolio assets. Cash equivalents include bank deposits, certificates of deposit, bankers' acceptances and similar bank instruments.

Some assets could be classified into more than one category or require discretion about which category applies. You may use your own internal methodologies and the conventions of your service providers in determining how to categorize assets, so long as the methodologies or conventions are consistently applied and consistent with information you report internally and to current and prospective clients. However, you should not double count assets, and your responses must be consistent with any instructions or other guidance relating to this Section.

Asse	t Type	Mid-year	End of year
(i)	Exchange-Traded Equity Securities	%	%
(ii)	Non Exchange-Traded Equity Securities	%	%
(iii)	U.S. Government/Agency Bonds	%	%
(iv)	U.S. State and Local Bonds	%	%
(v)	Sovereign Bonds	%	%
(vi)	Investment Grade Corporate Bonds	%	%
(vii)	Non-Investment Grade Corporate Bonds	%	%
(viii)	Derivatives	%	%
(ix)	Securities Issued by Registered Investment Companies or Business Development Companies	%	%
(x)	Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies)	%	%
(xi)	Cash and Cash Equivalents	%	%
(xii)	Other	%	%

Generally describe any assets included in "Other"

(b)	Asset Type i) Exchange-Traded Equity Securities	
	(i) Exchange-Traded Equity Securities	%

(ii)	Non Exchange-Traded Equity Securities	%
(iii)	U.S. Government/Agency Bonds	%
(iv)	U.S. State and Local Bonds	%
(v)	Sovereign Bonds	%
(vi)	Investment Grade Corporate Bonds	%
(vii)	Non-Investment Grade Corporate Bonds	%
(viii)	Derivatives	%
(ix)	Securities Issued by Registered Investment Companies or Business Development Companies	%
(x)	Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies)	%
(xi)	Cash and Cash Equivalents	%
(xii)	Other	%

Generally describe any assets included in "Other"

SECTION 5.K.(2) Separately Managed Accounts - Use of Borrowingsand Derivatives

☐ No information is required to be reported in this Section 5.K.(2) per the instructions of this Section 5.K.(2)

If your regulatory assets under management attributable to separately managed accounts are at least \$10 billion, you should complete Question (a). If your regulatory assets under management attributable to separately managed accounts are at least \$500 million but less than \$10 billion, you should complete Question (b).

(a) In the table below, provide the following information regarding the separately managed accounts you advise. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise. End of year refers to the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. Mid-year is the date six months before the end of year date.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any borrowings and (b) the gross notional value of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of borrowings for the accounts included in column 1.

In column 3, provide aggregate *gross notional value* of derivatives divided by the aggregate regulatory assets under management of the accounts included in column 1 with respect to each category of derivatives specified in 3(a) through (f).

You may, but are not required to, complete the table with respect to any separately managed account with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

(i) Mid-Year

Gross Notional (1) Regulatory Assets Under (2) Exposure Management Borrowings		(3) Derivative Exposures						
			(a) Interest Rate Derivative	(b) Foreign Exchange Derivative	(c) Credit Derivative	(d) Equity Derivative	(e) Commodity Derivative	(f) Other Derivative
Less than 10%	\$	\$	%	%	%	%	%	%
10-149%	\$	\$	%	%	%	%	%	%
150% or more	\$	\$	%	%	%	%	%	%

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

(ii) End of Year

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings	(3) Derivative Exposures							
		(a) Interest Rate Derivative	(b) Foreign Exchange Derivative	(c) Credit Derivative	(d) Equity Derivative	(e) Commodity Derivative	(f) Other Derivative			
Less than 10%	\$	\$	%	%	%	%	%	%		

10-149%	\$ \$	%	%	%	%	%	%
150% or more	\$ \$	%	%	%	%	%	%

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

(b) In the table below, provide the following information regarding the separately managed accounts you advise as of the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any borrowings and (b) the gross notional value of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of borrowings for the accounts included in column 1.

You may, but are not required to, complete the table with respect to any separately managed accounts with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings
Less than 10%	\$	\$
10-149%	\$	\$
150% or more	\$	\$

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

SECTION 5.K.(3) Custodians for Separately Managed Accounts

Iten	tem 6 Other Business Activities						
In th	nis Ite	em, we request information about your firm's other business activities.					
Α.		are actively engaged in business as a (check all that apply): (1) broker-dealer (registered or unregistered) (2) registered representative of a broker-dealer (3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (4) futures commission merchant (5) real estate broker, dealer, or agent (6) insurance broker or agent (7) bank (including a separately identifiable department or division of a bank) (8) trust company (9) registered municipal advisor (10) registered security-based swap dealer (11) major security-based swap participant (12) accountant or accounting firm (13) lawyer or law firm (14) other financial product salesperson (specify):					
If you engage in other business using a name that is different from the names reported in Items 1.A. or 1.B.(1), complete Section 6.A. of Schedule D.							
			es No				
В.	(1)	Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?	⊙ ⊙				
	(2)	If yes, is this other business your primary business?	0 0				
		If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage in this business under a different name, provide that no					
	(3)	Do you call products or provide conjugate other than investment advice to your advicery clients?	es No ○ ⊙				
		If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage in this business under a different name, provide that no	me.				
SEC	ΓΙΟΝ	I 6.A. Names of Your Other Businesses No Information Filed					
		6.B.(2) Description of Primary Business					
Des	cribe	your primary business (not your investment advisory business):					
If yo	ou en	gage in that business under a different name, provide that name:					
SEC	ΓΙΟΝ	6.B.(3) Description of Other Products and Services					
		other products or services you sell to your <i>client</i> . You may omit products and services that you listed in Section 6.B.(2) above.					
If yo	ou en	gage in that business under a different name, provide that name:					

Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your clients. This part of Item 7 requires you to provide information about you and your related persons, including foreign affiliates. Your related persons are all of your advisory affiliates and any person that is under common control with you. You have a related person that is a (check all that apply): (1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered) П (2) other investment adviser (including financial planners) (3) registered municipal advisor (4) registered security-based swap dealer Г (5) major security-based swap participant (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (7) futures commission merchant (8) banking or thrift institution (9) trust company V (10) accountant or accounting firm (11) lawyer or law firm Г (12) insurance company or agency (13) pension consultant (14) real estate broker or dealer Г (15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Note that Item 7.A. should not be used to disclose that some of your employees perform investment advisory functions or are registered representatives of a broker-dealer. The number of your firm's employees who perform investment advisory functions should be disclosed under Item 5.B.(1). The number of your firm's employees who are registered representatives of a broker-dealer should be disclosed under Item 5.B.(2). Note that if you are filing an umbrella registration, you should not check Item 7.A.(2) with respect to your relying advisers, and you do not have to complete Section 7.A. in Schedule D for your relying advisers. You should complete a Schedule R for each relying adviser. For each related person, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of Schedule D. You do not need to complete Section 7.A. of Schedule D for any related person if: (1) you have no business dealings with the related person in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients. You must complete Section 7.A. of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act. SECTION 7.A. Financial Industry Affiliations Complete a separate Schedule D Section 7.A. for each related person listed in Item 7.A. 1. Legal Name of Related Person: COVENANT FINANCIAL, INC. Primary Business Name of Related Person: COVENANT FINANCIAL, INC. 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other 4. Related Person's (a) CRD Number (if any): (b) CIK Number(s) (if any): No Information Filed 5. Related Person is: (check all that apply) (a) \square broker-dealer, municipal securities dealer, or government securities broker or dealer (b) other investment adviser (including financial planners)

(c)

(d)

registered municipal advisor

registered security-based swap dealer (e) \square major security-based swap participant

	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(g)	futures commission merchant		
	(h)	banking or thrift institution		
	(i)	□ trust company		
	(j)	☑ accountant or accounting firm		
	(k)	☐ lawyer or law firm		
	(1)	insurance company or agency		
	(m)	pension consultant		
	(n)			
	(0)			
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
_	_		Yes	No
6.	ро у	you control or are you controlled by the related person?	0	⊙
_	۸	very and the veleted naveau under someon control D		
/.	Ale	you and the <i>related person</i> under common <i>control</i> ?	⊚	0
R	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	_	
0.			ion -	•
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumpt that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	•	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clien	ts' assets:	
		Number and Street 1: Number and Street 2:		
		City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: \Box	Yes	
a	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?		
٠.	` ,	If the answer is yes, under what exemption?	0	0
	(0)	If the answer is yes, under what exemption:		
10.	(a)	Is the related person registered with a foreign financial regulatory authority ?	0	0
	(b)	If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is re-		
		No Information Filed		
11.	Do y	you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
	_			
12.	ро у	you and the <i>related person</i> share the same physical location?	⊙	0
[ter	n 7 <i>P</i>	Private Fund Reporting		
			Yes	No
B 4	are vo	ou an adviser to any <i>private fund</i> ?	_	_
D. 7	ii C y	od dii davisci to dily private rana:	0	⊚
r	enter eport 7.B.(1	es," then for each private fund that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances describe ince and in Instruction 6 of the Instructions to Part 1A. If you are registered or applying for registration with the SEC or reporting as an SEC ting adviser, and another SEC-registered adviser or SEC exempt reporting adviser reports this information with respect to any such private 1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private 1, instead, complete Section 7.B.(2) of Schedule D.	exempt fund in Sect	
C	ode,	ther case, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or or similar designation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.B.(1) or 7.B.(2) of Schedule D using the sanation in place of the fund's name.		
SEC	icsigi			
		N 7.B.(1) <i>Private Fund</i> Reporting		
		N 7.B.(1) Private Fund Reporting No Information Filed		
SEC	TION			
SEC	TION	No Information Filed		

Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your *clients*' transactions. This information identifies additional areas in which conflicts of interest may occur between you and your *clients*. Newly-formed advisers should base responses to these questions on the types of participation and interest that you expect to engage in during the next year.

Like Item 7, Item 8 requires you to provide information about you and your related persons, including foreign affiliates.

Pro	priet	tary Interest in <i>Client</i> Transactions		
۹.	Do	you or any related person:	Yes	No
	(1)	buy securities for yourself from advisory clients, or sell securities you own to advisory clients (principal transactions)?	0	•
	(2)	buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory clients?	0	•
	(3)	recommend securities (or other investment products) to advisory <i>clients</i> in which you or any <i>related person</i> has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))?	0	•
Sal	es In	nterest in <i>Client</i> Transactions		
В.	Do	you or any <i>related person</i> :	Yes	No
	(1)	as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory <i>client</i> securities are sold to or bought from the brokerage customer (agency cross transactions)?	О	•
	(2)	recommend to advisory <i>clients</i> , or act as a purchaser representative for advisory <i>clients</i> with respect to, the purchase of securities for which you or any <i>related person</i> serves as underwriter or general or managing partner?	0	•
	(3)	recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)?	0	•
Inv	estn	nent or Brokerage Discretion		
C.	Do	you or any related person have discretionary authority to determine the:	Yes	No
	(1)	securities to be bought or sold for a <i>client's</i> account?	\circ	\odot
	(2)	amount of securities to be bought or sold for a <i>client's</i> account?	\circ	\odot
	(3)	broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account?	0	\odot
	(4)	commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions?	0	⊙
D.	If yo	ou answer "yes" to C.(3) above, are any of the brokers or dealers related persons?	0	0
E.	Do	you or any <i>related person</i> recommend brokers or dealers to <i>clients</i> ?	0	•
F.	If yo	ou answer "yes" to E. above, are any of the brokers or dealers related persons?	0	0
G.	(1)	Do you or any <i>related person</i> receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with <i>client</i> securities transactions?	0	•
	(2)	If "yes" to G.(1) above, are all the "soft dollar benefits" you or any <i>related persons</i> receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934?	0	0
н.	(1)	Do you or any related person, directly or indirectly, compensate any person that is not an employee for client referrals?	0	•
	(2)	Do you or any <i>related person</i> , directly or indirectly, provide any <i>employee</i> compensation that is specifically related to obtaining <i>clients</i> for the firm (cash or non-cash compensation in addition to the <i>employee's</i> regular salary)?	0	•
ſ.		you or any <i>related person</i> , including any <i>employee</i> , directly or indirectly, receive compensation from any <i>person</i> (other than you or any <i>related</i> son) for <i>client</i> referrals?	0	•
	In y	our response to Item 8.I., do not include the regular salary you pay to an employee.		
	fron	esponding to Items 8.H. and 8.I., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H.) or n (in answering Item 8.I.) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amou nt referrals		/ed

		em, we ask you whether you or a <i>related person</i> Act of 1940) assets and about your custodial pro-	has <i>custody</i> of <i>client</i> (other than <i>clients</i> that are investment companies registered under the Invactices.	estm	ent				
Α.	(1)	Do you have <i>custody</i> of any advisory <i>clients'</i> :		Yes	No				
		(a) cash or bank accounts?		0	•				
		(b) securities?		0	•				
	direc	ctly from your clients' accounts, or (ii) a related p	swer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advi person has custody of client assets in connection with advisory services you provide to clients, but perationally independent (pursuant to Advisers Act rule 206(4)-2(d)(5)) from the related person.						
	(2)	If you checked "yes" to Item 9.A.(1)(a) or (b), have <i>custody</i> :	what is the approximate amount of <i>client</i> funds and securities and total number of <i>clients</i> for wh	ich yo	ou				
		U.S. Dollar Amount	Total Number of <i>Clients</i>						
		(a) \$	(b)						
	not i	include the amount of those assets and the number	If you have custody solely because you deduct your advisory fees directly from your clients' accou- ber of those clients in your response to Item 9.A.(2). If your related person has custody of client clients, do not include the amount of those assets and number of those clients in your response to use to Item 9.B.(2).	asse	ets				
В.	(1)	In connection with advisory services you provid	le to clients, do any of your related persons have custody of any of your advisory clients':	Yes	No				
		(a) cash or bank accounts?		О	•				
		(b) securities?		0	•				
	You	are required to answer this item regardless of ho	ow you answered Item 9.A.(1)(a) or (b).						
	(2)	If you checked "yes" to Item 9.B.(1)(a) or (b), related persons have custody:	what is the approximate amount of <i>client</i> funds and securities and total number of <i>clients</i> for wh	ich yo	our				
		U.S. Dollar Amount	Total Number of <i>Clients</i>						
		(a) \$	(b)						
C.		ou or your related persons have custody of client apply:	funds or securities in connection with advisory services you provide to <i>clients</i> , check all the follo	wing					
	` '	 (1) A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage. (2) An independent public accountant audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the investors in the pools. 							
	(3)	·	annual surprise examination of <i>client</i> funds and securities.						
	(4)	An <i>independent public accountant</i> prepares an iqualified custodians for <i>client</i> funds and securiti	internal control report with respect to custodial services when you or your <i>related persons</i> are ies.						
	prep	are an internal control report. (If you checked It	ection 9.C. of Schedule D the accountants that are engaged to perform the audit or examination tem 9.C.(2), you do not have to list auditor information in Section 9.C. of Schedule D if you alread funds you advise in Section 7.B.(1) of Schedule D).						
D.	Do y	ou or your related person(s) act as qualified cus	stodians for your clients in connection with advisory services you provide to clients?	Yes	No				
	(1)	you act as a qualified custodian		О	⊙				
	(2)	your related person(s) act as qualified custodian	n(s)	0	⊙				
	206(sons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule f Schedule D, regardless of whether you have determined the related person to be operationally t.						
E.		ou are filing your annual updating amendment and provide the date (MM/YYYY) the examination co	nd you were subject to a surprise examination by an <i>independent public accountant</i> during your lommenced:	ast fi	scal				
F.		ou or your related persons have custody of client ualified custodians for your clients in connection	funds or securities, how many <i>persons</i> , including, but not limited to, you and your <i>related perso</i> with advisory services you provide to <i>clients?</i>	ns, a	ct				

Item 9 Custody

Item 10 Control Persons

In this Item, we ask you to identify every *person* that, directly or indirectly, *controls* you. If you are filing an *umbrella registration*, the information in Item 10 should be provided for the *filing adviser* only.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

Yes No

A. Does any person not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, control your management or policies?

0 0

If yes, complete Section 10.A. of Schedule D.

B. If any person named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.B. of Schedule D.

SECTION 10.A. Control Persons

No Information Filed

SECTION 10.B. Control Person Public Reporting Companies

Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your *advisory affiliates*. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below. In accordance with General Instruction 5 to Form ADV, "you" and "your" include the *filing adviser* and all *relying advisers* under an *umbrella registration*.

Your advisory affiliates are: (1) all of your current employees (other than employees performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any person performing similar functions); and (3) all persons directly or indirectly controlling you or controlled by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your advisory affiliates are.

If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.B.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.

Yes No

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

Do	any of the events below involve you or any of your <i>supervised persons</i> ?	0	•
For	"yes" answers to the following guestions, complete a Criminal Action DRP:	~	
-	In the past ten years, have you or any <i>advisory affiliate</i> :	Yes	s No
	(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felony?	0	•
	(2) been charged with any felony?	0	•
		~	
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(charges that are currently pending.	2) to	
В.	In the past ten years, have you or any <i>advisory affiliate</i> :		
	(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	О	•
	(2) been charged with a misdemeanor listed in Item 11.B.(1)?	0	•
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(charges that are currently pending.	2) to	
<u>For</u>	"yes" answers to the following questions, complete a Regulatory Action DRP:		
C.	Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:	Yes	s No
	(1) found you or any advisory affiliate to have made a false statement or omission?	\circ	⊙
	(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?	\circ	\odot
	(3) found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	•
	(4) entered an order against you or any advisory affiliate in connection with investment-related activity?	0	•
	(5) imposed a civil money penalty on you or any advisory affiliate, or ordered you or any advisory affiliate to cease and desist from any activity?	0	•
D.	Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority:		
	(1) ever <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission, or been dishonest, unfair, or unethical?	0	•
	(2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?	0	0
	(3) ever <i>found</i> you or any <i>advisory affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	0	0
	(4) in the past ten years, entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with an <i>investment-related</i> activity?	0	•
	(5) ever denied, suspended, or revoked your or any <i>advisory affiliate's</i> registration or license, or otherwise prevented you or any <i>advisory affiliate</i> , by <i>order</i> , from associating with an <i>investment-related</i> business or restricted your or any <i>advisory affiliate's</i> activity?	0	0
E.	Has any self-regulatory organization or commodities exchange ever:		
	(1) found you or any advisory affiliate to have made a false statement or omission?	\circ	\odot
	(2) found you or any advisory affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the SEC)?	0	•
	(3) found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	•
	(4) disciplined you or any <i>advisory affiliate</i> by expelling or suspending you or the <i>advisory affiliate</i> from membership, barring or suspending you or the <i>advisory affiliate</i> from association with other members, or otherwise restricting your or the <i>advisory affiliate</i> 's activities?	0	•
F.	Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any advisory affiliate ever been revoked or suspended?	0	•

G.	Are you or any advisory affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?	0	•
For	"yes" answers to the following questions, complete a Civil Judicial Action DRP:		
н.	(1) Has any domestic or foreign court:	Yes	No
	(a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity?	0	⊚
	(b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?	0	⊚
	(c) ever dismissed, pursuant to a settlement agreement, an <i>investment-related</i> civil action brought against you or any <i>advisory affiliate</i> by a state or <i>foreign financial regulatory authority</i> ?	0	•
	(2) Are you or any advisory affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)?	0	•

Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC **and** you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- Control means the power to direct or cause the direction of the management or policies of a person, whether through ownership of securities, by contract, or otherwise. Any person that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another person is presumed to control the other person.

		Yes	No	
Α.	Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?	0	0	
If "	yes," you do not need to answer Items 12.B. and 12.C.			
В.	Do you:			
	(1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	0	0	
	(2) control another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	0	О	
C.	Are you:			
	(1) controlled by or under common control with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	0	0	
	(2) controlled by or under common control with another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	0	0	

Schedule A

Direct Owners and Executive Officers

- 1. Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
- 2. Direct Owners and Executive Officers. List below the names of:
 - (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer (Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions:
 - (b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);

 Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (c) if you are organized as a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
 - (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
 - (e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
- 3. Do you have any indirect owners to be reported on Schedule B? OYes No
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
- 5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 6. Ownership codes are: NA less than 5% B 10% but less than 25% D 50% but less than 75% A 5% but less than 10% C 25% but less than 50% E 75% or more
- 7. (a) In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.
 - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - (c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I		Date Title or Status Acquired MM/YYYY	Ownership Code	Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
WILEY, ROY, EDWARD	I	PRESIDENT & COMPLIANCE OFFICER	01/2010	E	Υ	N	1052166

Schedule B

Indirect Owners

- 1. Complete Schedule B only if you are submitting an initial application or report. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
- 2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
 - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

- (b) in the case of an owner that is a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- 3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
- 5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 6. Ownership codes are: C 25% but less than 50% E 75% or more
 - D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- 7. (a) In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.
 - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - (c) Complete each column.

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

Schedule R	
	No Information Filed

DRP Pages					
CRIMINAL DISCLOSURE REPOR	CRIMINAL DISCLOSURE REPORTING PAGE (ADV)				
CRITITIAL BIOGLOSCIAL REF CI	TING FAGE (ADT)	No Information Filed			
		No Illioilliadoli i lied			
REGULATORY ACTION DISCLOS	SURE REPORTING PAGE (ADV)				
	,	No Information Filed			
		No Information Filed			
CIVIL JUDICIAL ACTION DISC	OSURE REPORTING PAGE (ADV))			
		No Information Filed			
Arbitration DRPs					
		No Information Filed			
				,	
Bond DRPs					
		No Information Filed			
Judgment/Lien DRPs					
		No Information Filed			
				-	
Part 1B Item 1 - State Registra					
securities authorities.	3 only if you are applying for reg	istration, or are registered	d, as an investment a	dviser with any of the <i>state</i>	
Complete this Item 1 if you are su	bmitting an initial application for sta	ate registration or requesting	additional state registra	ation(s). Check the boxes next to the	
1		-		or registration with an additional state	
	the states in which you are applying application for registration pending.	g for registration. Do not the	ck the boxes next to the	e states in which you are currently	
Jurisdictions					
□ AL		□ NE		□ sc	
□ AK	□ IN	□ NV		□ SD	
□ AZ	□ IA	∏ NH		□ TN	
∏ AR	□ KS	□ NJ		□ TX	
□ CA	□ кү	□ NM		□ UT	
□ со	□ LA	□ NY		□ vī	
∏ ст	□ ME	□ NC		□ vi	
□ DE	□ MD	□ ND		□ va	
□ DC	□ MA	□ он		□ wa	
☑ FL	□ мі	□ ок		□ wv	
☑ GA	□ MN	□ or		□ wɪ	
□ GU	□ MS	□ PA		□ wy	
∏ нı	□ мо	□ PR			
□ ID	□ мт	□ RI			
Part 1B Item 2 - Additional Info	ormation				
	person responsible for supervision a	and compliance does not appo	ear in Item 1J. or 1K. o	f Form ADV Part 1A:	
A. Person responsible for superv	rision and compliance:				
Name:		Title:			
Telephone:		Fax:			
Number and Street 1:		Number and Street 2:			
City:	State:	Country:	ZIP+4/Postal Code:		
Email address, if available:	State.	Country.	ZII 1 7/1 USCAI COUR.		
If this address is a private re	sidence check this have				
ii uns address is a private re	sidence, check this box: L				

В.	Bond/Capital Information, if required by your <i>home</i>	state			
	(1) Name of Issuing Insurance Company:				
	(2) Amount of Bond:				
	\$.00				
	(3) Bond Policy Number:				
				Yes	No
	(4) If required by your home state, are you in com	ipliance with your home state's min	mum capital requirements?	\circ	О
Part	t 1B - Disclosure Questions				
вог	ND DISCLOSURE				
	"yes" answers to the following question, complete a			Yes	No
(C. Has a bonding company ever denied, paid out or	n, or revoked a bond for you, any <i>a</i>	lvisory affiliate, or any management person?	0	⊚
1111	DGMENT/LIEN DISCLOSURE				
	"yes" answers to the following question, complete a	Judament/Lien DRP.		Yes	No
	D. Are there any unsatisfied judgments or liens aga	•	iny management person?	0	•
				~	
ARE	BITRATION DISCLOSURE				
For	"yes" answers to the following questions, complete a	n Arbitration DRP.			
ı			or have you, any advisory affiliate, or any management	Voc	No
	person been the subject of, an arbitration claim (1) any investment or an investment-related bu		or, involving any or the following.		
	(2) fraud, false statement, or omission?	siness of activity:		0	•
		ng of proporty?		0	•
	(3) theft, embezzlement, or other wrongful taki			0	⊚
	(4) bribery, forgery, counterfeiting, or extortion	•		0	⊚
	(5) dishonest, unfair, or unethical practices?			0	⊚
CIV	VIL JUDICIAL DISCLOSURE				
For	"yes" answers to the following questions, complete a	Civil Judicial Action DRP.			
	F. Are you, any advisory affiliate, or any managem	ent person currently subject to, or h	nave you, any advisory affiliate, or any management person		
	been found liable in, a civil, self-regulatory organ	nization, or administrative proceeding	ng involving any of the following:	Yes	No
	(1) an investment or <i>investment-related</i> busine	ss or activity?		0	⊚
	(2) fraud, false statement, or omission?			0	\odot
	(3) theft, embezzlement, or other wrongful taki	ng of property?		\circ	\odot
	(4) bribery, forgery, counterfeiting, or extortion	?		0	\odot
	(5) dishonest, unfair, or unethical practices?			0	\odot
Part	t 1B - Business Information				
G.	Other Business Activities				
	(1) Are you, any <i>advisory affiliate</i> , or any <i>manage</i> .	ment person actively engaged in bu	siness as a(n) (check all that apply):		
	☑ Tax Preparer ☐ Issuer of securities				
	Sponsor or syndicator of limited partnership	os (or equivalent), excluding pooled	investment vehicles		
	Sponsor, general partner, managing member	er (or equivalent) of pooled investm	ent vehicles		
	Real estate adviser	ant names are actively analysed in	any hydinada athay than thada listad in Itana C. A of Dayt 1.4 a	u Thoma	
	2.G(1) of Part 1B, describe the business and the		any business other than those listed in Item 6.A of Part 1A ont on that business:	r Item	
		RODUCER IN THE STATE OF FLORIC	DA. THE APPROXIMATE AMOUNT OF TIME SPENT ON THIS AC	CTIVIT	ſ IS
	LESS THAN 1 HOUR/MONTH.		and the and of very last final very tabled.		
Н.	If you provide financial planning services, the invest		, ,		
	Under \$100,000	Securities Investments	Non-Securities Investments		
	\$100,001 to \$500,000	•	•		
		0	0		
	\$500,001 to \$1,000,000	0	0		
	\$1,000,001 to \$2,500,000	O	0		
	\$2,500,001 to \$5,000,000	0	c		
	More than \$5,000,000	0	o		
	If securities investments are over \$5,000,000, If non-securities investments are over \$5,000,000,	•			

I.	Cust	tody	· ·	Yes	No
	(1)	Adviso	ry Fees		
		Do you	withdraw advisory fees directly from your <i>clients'</i> accounts? If you answered "yes", respond to the following:	О	\odot
		(a) Do	you send a copy of your invoice to the custodian or trustee at the same time that you send a copy to the client?	0	•
			es the custodian send quarterly statements to your <i>clients</i> showing all disbursements for the custodian account, including the amount the advisory fees?	0	•
		(c) Do	your clients provide written authorization permitting you to be paid directly for their accounts held by the custodian or trustee?	O	\odot
	(2)	Pooled	Investment Vehicles and Trusts		
		(a) (i)	Do you or a <i>related person</i> act as a general partner, managing member, or person serving in a similar capacity, for any pooled investment vehicle for which you are the adviser to the pooled investment vehicle, or for which you are the adviser to one or more of the investors in the pooled investment vehicle? If you answered "yes", respond to the following:	0	•
		(a) (ii)	As the general partner, managing member, or person serving in a similar capacity, have you or a <i>related person</i> engaged any of the following to provide authority permitting each direct payment or any transfer of funds or securities from the account of the pooled investment vehicle?		
			Attorney	0	•
			Independent certified public accountant	0	•
			Other independent party	Ö	•
			Describe the independent party:		~
		foi un rei	r purposes of this Item 2I.2(a), "Independent party" means a person that: (A) is engaged by the investment adviser to act as a gatekeepe the payment of fees, expenses and capital withdrawals from the pooled investment; (B) does not control and is not controlled by and is n der common control with the investment adviser; (C) does not have, and has not had within the past two years, a material business ationship with the investment adviser; and (D) shall not negotiate or agree to have material business relations or commonly controlled ations with an investment adviser for a period of two years after serving as the person engaged in an independent party agreement.		
			you or a <i>related person</i> act as investment adviser and a trustee for any trust, or act as a trustee for any trust in which your advisory ents are beneficiaries of the trust?	0	⊙
	(3)	Do you	require the prepayment of fees of more than \$500 per <i>client</i> and for six months or more in advance?	0	\odot
J.	If yo	ou are o	rganized as a sole proprietorship, please answer the following:	Yes	No
		(1) (a	Have you passed, on or after January 1, 2000, the Series 65 examination?	0	\circ
		(b	Have you passed, on or after January 1, 2000, the Series 66 examination and also passed, at any time, the Series 7 examination?	0	0
		(2) (a	Do you have any investment advisory professional designations?	0	0
			If "no", you do not need to answer Item 2.J(2)(b).		
		(b	I have earned and I am in good standing with the organization that issued the following credential: ☐ Certified Financial Planner ("CFP") ☐ Chartered Financial Analyst ("CFA") ☐ Chartered Financial Consultant ("ChFC") ☐ Chartered Investment Counselor ("CIC") ☐ Personal Financial Specialist ("PFS") ☐ None of the above		
	(3)	Your S	ocial Security Number:		
K.	If yo	ou are o	rganized other than as a sole proprietorship, please provide the following:		
	(1)	Indicat	e the date you obtained your legal status. Date of formation: 03/26/1968		
	(2)	Indica	te your IRS Empl. Ident. No.: 38-1876556		

Amend, retire or file new brochures:						
Brochure ID	Brochure Name	Brochure Type(s)				
396728	FINANCIAL PLANNING COUNSELORS INC FORM ADV PART 2A + 2BS DTD 03- 18-2024	Financial Planning Services, Selection of Other Advisers/Solicitors, Includes material about supervised persons that would otherwise be in a supplement (state-registered advisers only)				
410763	FINANCIAL PLANNING COUNSELORS INC FORM ADV PART 2A + 2BS DTD 02- 01-2025	Financial Planning Services, Selection of Other Advisers/Solicitors, Includes material about supervised persons that would otherwise be in a supplement (state-registered advisers only)				

Execution Pages

DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

 Signature:
 Date: MM/DD/YYYY

 ROY WILEY
 03/25/2025

 Printed Name:
 Title:

 ROY WILEY
 PRESIDENT

Adviser CRD Number:

141977

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Title:

Signature: Date: MM/DD/YYYY

Printed Name:

Adviser *CRD* Number: 141977

STATE-REGISTERED INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for state registration and all amendments to registration.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the legally designated officers and their successors, of the state in which you maintain your *principal office and place of business* and any other state in which you are applying for registration or amending your registration, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are applying for registration or amending your registration.

2. State-Registered Investment Adviser Affidavit

If you are subject to state regulation, by signing this Form ADV, you represent that, you are in compliance with the registration requirements of the state in which you maintain your principal place of business and are in compliance with the bonding, capital, and recordkeeping requirements of that state.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Date: MM/DD/YYYY Printed Name: 03/25/2025 ROY WILEY

Adviser CRD Number:

141977

Signature: Title:
ROY WILEY PRESIDENT