

Item 1: Cover Page



**Part 2A of Form ADV
Firm Brochure**

March 25, 2025

Prevail Innovative Wealth Advisors, LLC

SEC File No. 801-123758

4745 W. 136th Street
Leawood, KS 66224

phone: 913-295-9500
email: compliance@prevailiws.com
website: www.prevailiws.com

This brochure provides information about the qualifications and business practices of Prevail Innovative Wealth Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at 913-295-9500 or email compliance@prevailiws.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Registration with the SEC or state regulatory authority does not imply a certain level of skill or expertise.

Additional information about Prevail Innovative Wealth Advisors, LLC, is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes

This Firm Brochure is our disclosure document prepared according to regulatory requirements and rules. Consistent with the rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

There are no material changes to this Brochure from the last annual update issued on March 26, 2024.

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	11
Item 6: Performance-Based Fees and Side-by-Side Management.....	15
Item 7: Types of Clients.....	16
Item 8: Methods of Analysis, Investment Strategies, and Risk of Loss	17
Item 9: Disciplinary Information.....	29
Item 10: Other Financial Industry Activities and Affiliations.....	30
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	33
Item 12: Brokerage Practices	35
Item 13: Review of Accounts	42
Item 14: Client Referrals and Other Compensation.....	43
Item 15: Custody	44
Item 16: Investment Discretion.....	45
Item 17: Voting Client Securities.....	46
Item 18: Financial Information	47

Item 4: Advisory Business

A. Ownership/Advisory History

Prevail Innovative Wealth Advisors, LLC ("Prevail IWA," the "firm," "we," or "us") is a Missouri limited liability company registered with the Securities and Exchange Commission ("SEC") as an investment adviser. Our principal owners are Kerry Lawing (CEO), Andrew Stafford (CCO and President) and Brad Lawing (Vice President). Prevail IWA became registered as an investment adviser in 2017.

B. Advisory Services Offered

Our advisory services are always provided based on your individual needs. This means, for example, that when we provide asset management services, you are given the ability to impose restrictions on the accounts we manage for you, including specific investment selections and sectors. We work with you on a one-on-one basis through interviews and questionnaires to determine your investment objectives and suitability information.

We will not enter into a relationship with a prospective client whose investment objectives may be considered incompatible with our investment philosophy or strategies or where the prospective client seeks to impose unduly restrictive investment guidelines.

We offer the following primary advisory services:

Asset Management & Allocation Program Services

We offer asset management services under which we provide you with continuous and ongoing supervision over your investment advisory account(s) you have with us (the "Accounts").

We manage your Account based on your financial situation, investment objectives and risk tolerance. We actively monitor the Account and provide advice regarding buying, selling, reinvesting, or holding securities, cash, or other investments of the Account. By focusing on each investor's specific risk tolerance, the investment management process yields a personal solution for an individual's needs. For our discretionary asset management services, we receive a limited power of attorney to effect securities transactions on behalf of clients that include securities and strategies described in Item 8 of this brochure.

We obtain information from you to determine your financial situation and investment objectives. Based upon your needs, we will create and manage a portfolio for your account. We are reasonably available to consult with you about your account. You have the ability to impose reasonable restrictions on the management of your Accounts, including the ability to instruct us not to purchase certain securities.

Our Investment Committee meets at least quarterly to evaluate and manage our risk-based portfolio strategies, ranging from very conservative to aggressive.

Clients have the right to provide the firm with any reasonable investment restrictions that should be imposed on the management of their portfolio (must be in writing and sent to the firm), and

should promptly notify the firm in writing of any changes in such restrictions or in the client's personal financial circumstances, investment objectives, goals and tolerance for risk. We will remind clients of their obligation to inform the firm of any such changes or any restrictions that should be imposed on the management of the client's account. We will also contact clients at least annually to determine whether there have been any changes in a client's personal financial circumstances, investment objectives and tolerance for risk.

Variable Sub-Account Management Services

Under our Variable Insurance sub-account management services, we manage your variable annuity or variable life contract by selecting, monitoring, and exchanging as necessary between sub-accounts available from the insurance company issuing the variable annuity or variable life contract (the "Sub-Accounts"). Our advice is limited to the available investment options authorized by the insurance carrier.

Under this program, we assist you in completing a questionnaire which details your financial goals, risk tolerance, and time horizon for the Sub-Accounts. In your investment advisory agreement with us, you may identify any reasonable restrictions on the Sub-Accounts. You will be responsible for notifying us of any updates regarding your financial situation, risk tolerance, or investment objective and whether you wish to impose or modify existing investment restrictions; and we will contact you at least annually to discuss any changes or updates regarding your financial situation, risk tolerance or investment objectives.

Once you have provided us with the necessary information and made the appropriate authorizations, we utilize the trading authority you grant us to place transactions as you direct. We may utilize signal providers for guidance regarding investment strategies, asset allocations and timing of exchanges. A signal provider is a firm that provides guidance on investment strategies, asset allocations, and appropriate timing for buy and sell transactions. Prevail IWA reviews, approves, and implements transactions based upon the signals provided. We will monitor your Sub-Accounts and exchange Sub-Accounts as necessary and in accordance with your investment objective and risk tolerance.

Financial Consulting Services

We provide financial consulting services to advisory clients who are receiving our Asset Management & Allocation Program Services. If a client is currently receiving our asset management services, we do not charge a separate fee for financial consulting services. We do not offer standalone financial planning or consulting services for a separate fee.

Financial consulting services are limited to consultations in response to a particular investment or financial issue, such as Investment Planning, Retirement Planning, Insurance Planning, Tax Planning, Education Planning, Portfolios Review and Asset Allocation. We do not prepare written financial plans as part of our financial consulting services.

Retirement Plan Services

We offer retirement plan services to retirement plan sponsors and to individual participants in retirement plans. For a corporate sponsor of a retirement plan, our retirement plan services may include the following services:

Fiduciary Management Services

We provide plan sponsors with the following Fiduciary Retirement Plan Management Services:

- Discretionary Management Services. We will provide plan sponsors with continuous and ongoing supervision over the retirement plan assets. We will actively monitor the retirement plan assets and provide advice regarding buying, selling, reinvesting or holding securities, cash or other investments of the Plan. We have discretionary authority to make all decisions to buy, sell or hold securities, cash or other investments for the retirement plan assets in our sole discretion without first consulting with the plan sponsor. We also have the power and authority to carry out these decisions by giving instructions, on the plan sponsor's behalf, to brokers and dealers and the qualified custodian(s) of the Plan.
- Discretionary Investment Selection Services. We will monitor the Plan's investment options and add or remove investment options. We will have discretionary authority to make all decisions regarding the investment options that will be made available to Plan participants.
- Default Investment Alternative Management. We will develop and actively manage qualified default investment alternative(s) ("QDIA"), as defined in DOL Reg. §2550.404c-5(e)(4)(i), for participants who are automatically enrolled in the Plan or who otherwise fail to make an investment election.

If you elect to utilize any of our Fiduciary Management Services, then we will be acting as an Investment Manager to the Plan, as defined by section 3(38) of the Employee Retirement Income Security Act of 1974 ("ERISA"), with respect to our Fiduciary Management Services, and we hereby acknowledge that we are a fiduciary with respect to our Fiduciary Management Services.

Retirement Plan Participant Account Management (Discretionary)

We use a third-party platform ("Innovate Managed Accounts powered by Morningstar") 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. We are 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, we will review the Plan's available investment alternatives and the current participant account allocations. When deemed necessary, we 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.

We may provide these services or, alternatively, may arrange for the Plan's other providers to offer these services, as agreed upon between our firm and the client. Fees for these services are incurred by the client and are in addition to the firm's advisory fee.

Fiduciary Consulting Services

We also provide plan sponsors with general, non-discretionary investment advice regarding assets classes and investment options, consistent with your Plan's investment policy statement. For Fiduciary Consulting Services, all recommendations of investment options and portfolios will be submitted to the plan sponsor for its ultimate approval or rejection. For retirement plan Fiduciary Consulting Services, the retirement plan sponsor or the plan participant who elects to implement any recommendations we make is solely responsible for implementing all transactions available from the limited investment options available in the plan.

Fiduciary Consulting Services are not management services and we do not serve as an administrator or trustee of the plan, nor do we act as the custodian for any Plan account or have access to client funds or securities (except where we receive authorization from the client to deduct our fees).

We acknowledge that in performing the Fiduciary Consulting Services described above that we are acting as a "fiduciary" as defined in ERISA §3(21)(A)(ii) for purposes of providing non-discretionary investment advice only. We will act in a manner consistent with the requirements of a fiduciary under ERISA if, based upon the facts and circumstances, such services cause us to be a fiduciary as a matter of law. However, in providing the Fiduciary Consulting Services, we (a) have no responsibility and will not (i) exercise any discretionary authority or discretionary control respecting the management of a retirement plan, (ii) exercise any authority or control respecting the management or disposition of Plan assets, or (iii) have any discretionary authority or discretionary responsibility in the administration of the retirement plan or the interpretation of the retirement plan documents, (b) are not an "investment manager" as defined in ERISA §3(38) and do not have the power to manage, acquire or dispose of any plan assets, and (c) is not an "Administrator" of retirement plans, as defined in ERISA.

Securities and other types of investments all bear different types and levels of risk. Those risks are typically discussed with clients in defining the investment policies and objectives that will guide investment decisions for their qualified plan accounts. Upon request, as part of our retirement plan services, we can discuss those investments and investment strategies that we believe may tend to reduce these risks for a particular client's circumstances and plan participants.

Clients and plan participants must realize that obtaining higher rates of return on investments entails accepting higher levels of risk. Based upon discussions with the plan sponsor, we will attempt to identify the balance of risks and rewards that is appropriate and comfortable for the plan sponsor and the plan participants. It is still the plan sponsor's and participant's responsibility to ask questions if they do not fully understand the risks associated with any

investment. All plan participants are strongly encouraged to read prospectuses, when applicable, and ask questions prior to investing.

Retirement Plan Rollover Recommendations

When we provide investment advice about your retirement plan account or individual retirement account ("IRA") including whether to maintain investments and/or proceeds in the retirement plan account, roll over such investment/proceeds from the retirement plan account to a IRA or make a distribution from the retirement plan account, we acknowledge that we are a "fiduciary" within the meaning of ERISA Title I and/or the Internal Revenue Code ("IRC") as applicable, which are laws governing retirement accounts. The way we make money creates 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 you.

Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (e.g., give prudent advice);
- Never put our financial interests ahead of you when making recommendations (e.g., 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 client basic information about conflicts of interest.

To the extent we recommend you roll over your account from a current retirement plan account to an IRA we manage, please know that we and our investment adviser representatives have a conflict of interest.

We can earn increased investment advisory fees by recommending that you roll over your account at the retirement plan to an IRA we manage. We will earn fewer investment advisory fees if you do not roll over the funds in the retirement plan to an IRA we manage.

Thus, our investment adviser representatives have an economic incentive to recommend a rollover of funds from a retirement plan to an IRA, which is a conflict of interest because our recommendation that you open an IRA account with us can be based on our economic incentive and not based exclusively on whether or not moving the IRA to our management program is in your overall best interest.

We have taken steps to manage this conflict of interest. We have adopted an impartial conduct standard whereby our investment adviser representatives will (i) provide investment advice to a retirement plan participant regarding a rollover of funds from the retirement plan in accordance with our fiduciary status, (ii) not recommend investments which result in us receiving unreasonable compensation related to the rollover of funds from the retirement plan to an IRA, and (iii) fully disclose compensation we and our personnel receive and any material

conflicts of interest related to recommending the rollover of funds from the retirement plan to an IRA, and refrain from making any materially misleading statements regarding such rollover.

When providing advice to you regarding a retirement plan account or IRA, our investment advisor representatives will act with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims, based on the investment objectives, risk, tolerance, financial circumstances, and a client's needs, without regard to the financial or other interests of Prevail IWA or our affiliated personnel.

Newsletters

We occasionally prepare general, educational, and informational newsletters. Newsletters are always offered on an impersonal basis and do not focus on the needs of a specific individual. Newsletters are provided to plan sponsor clients and prospective clients free of charge.

Seminars

We may occasionally provide seminars in areas such as investment planning, retirement planning, college planning, and charitable planning. Seminars are always offered on an impersonal basis and do not focus on the individual needs of participants. No fees are charged for seminars.

eMoney Advisors

We utilize eMoney Advisors, a web-based financial and wealth planning system. Clients electing to use eMoney can select from a variety of available programs, including:

- Planning Center (allowing unlimited scenario planning);
- Retirement Income Tool;
- Vault (storage for client documents such as wills, insurance policies, etc.);
- Financial Connections (allowing aggregation of multiple accounts with daily updating of linked accounts); and
- Alerts to upcoming deadlines and important events.

If you elect to use eMoney, you are required to provide us the information and documentation to be downloaded and/or input into the eMoney system. You will be provided with a unique username and password and will be able to monitor your portfolio performance, view balances, run "what if" scenarios, and store/view important papers and documents.

No fees will be charged for eMoney services.

Administrative Services Provided by Orion Advisor Services, LLC

We have contracted with Orion Advisor Services, LLC ("Orion") to utilize its technology platforms to support data management billing, client support, compliance, trading, and performance overview related to the administrative tasks of managing client accounts. Under this

arrangement, Orion will have access to client Accounts, but Orion will not serve as an investment advisor to our clients. Prevail IWA and Orion are not affiliated companies.

Private Fund and Investment Venture

Andrew Stafford and Kerry Lawing serve as manager(s) or partner(s) of a single-purpose proprietary investment fund and may receive compensation for managing such private fund. Clients are under no obligation to invest in such fund or investment venture.

C. Client-Tailored Services and Client-Imposed Restrictions

Each client's account will be managed on the basis of the client's financial situation and investment objectives and in accordance with any reasonable restrictions imposed by the client on the management of the account—for example, restricting the type or amount of security to be purchased in the portfolio.

D. Wrap Fee Programs

Our Asset Management and Allocation Program Services are provided exclusively on a wrap fee basis as a wrap program sponsor. Under our wrap program, you will receive investment advisory services and the execution of securities brokerage transactions for a single specified fee. If engaged for Family Office Services, investment management is included in the wrap program based on a fixed negotiated rate, not an asset-based fee.

Participation in a wrap program may cost you more or less than purchasing such services separately. We adhere to our fiduciary duty when trading in your accounts. Trades are made only on the basis of the account's stated investment objectives, and without concern to the firm's trading costs and firm's expenses that trading the accounts will create.

Please refer to Appendix 1 of Part 2A: Prevail Innovative Wealth Advisors, LLC Wrap Fee Program Brochure. In addition, please see Item 5.E. of this Brochure for important disclosure regarding custodian investment programs.

E. Client Assets Under Management

As of December 31, 2024, we had a total of \$780,044,481 in assets under management, of which \$739,211,577 was managed on a discretionary basis and \$40,832,904 was managed on a non-discretionary basis.

Item 5: Fees and Compensation

A. Methods of Compensation and Fee Schedule

Asset Management & Allocation Program Services

The Asset Management & Allocation Program Services are offered exclusively under a wrap-fee program, where brokerage commissions and transaction costs are included in the asset-based fee charged to the client. Please refer to Appendix 1 of Part 2A: Prevail Innovative Wealth Advisors, LLC Wrap Fee Program Brochure. Also see Item 5.E. of this Brochure for important disclosure regarding custodian investment programs.

Variable Sub-Account Management Services

Under this program, you will incur an annual investment advisory fee, which is based upon a percentage of the aggregate household market value of all your Prevail IWA under our management. Fees are billed in advance (at the start of the billing period) on a monthly basis and calculated based on the fair market value of the Sub-Account(s) as of the last business day of the previous billing period. Investment advisory fees are charged based upon a percentage of the aggregate market value of all of your Sub-Accounts under our management, billed in advance on a monthly basis and calculated based on the fair market value of the Sub-Account(s) as of the last day of the previous billing period. If variable Sub-Account management services are commenced in the middle of the billing period, then the prorated fee for that billing period is based on the value of the Sub-Accounts when services commence and is due immediately.

Following is the tiered annual fee schedule for Sub-Accounts. (When using a tiered annual fee schedule, the annual fee is calculated by applying different rates to different portions of the assets under management.) Fees are negotiable.

<u>Sub-Account Assets Under Management</u>	<u>Annual Asset Based Fees</u>
First \$99,999	1.50%
Next \$149,999	1.40%
Next \$249,999	1.30%
Next \$249,999	1.20%
Next \$249,999	1.10%
Next \$1,999,999	1.00%
Next \$1,999,999	0.85%
Any Assets Thereafter	0.70%

Example: A client with \$2.5 million in assets under management would be charged the following monthly fee according to this schedule. $(\$99,999 \times (0.015) + \$149,999 \times (0.014) + \$249,999 \times (0.013) + \$249,999 \times (0.012) + \$249,999 \times (0.011) + \$1,500,005 \times (0.01)) = \$27,599.99/365 \times 31$ (or # of days in the month) = \$2,344.11 monthly fee. Subject to written client authorization, the monthly fee payments will be automatically deducted from an existing Sub-Account maintained by the insurance carrier that we manage, and the check will be sent directly by the insurance company to Prevail IWA or as otherwise mutually agreed in writing by the client and Prevail IWA.

The variable Sub-Account management services continue in effect until terminated at any time by the client, or by Prevail IWA with 30 days' prior written notice to the client. Any prepaid, unearned fees will be promptly refunded. Fee refunds will be determined on a pro rata basis using the number of days services are actually provided during the final period.

Corporate Retirement Benefits

For retirement plan sponsor clients, we charge a fixed annual fee and/or annual asset-based fee that is calculated as a percentage of the value of plan assets as of the last business day of previous billing period or first business day of current billing period. This fee is negotiable based upon the complexity of the plan, the size of the plan assets, the services requested, the representative providing the services and the potential for additional deposits. The exact amount of the fixed fee and asset-based fee will be specified in your agreement with us. We utilize a third-party platform (Morningstar Retirement Manager) to facilitate management of held away assets such as defined contribution plan participant accounts, with discretion. Fees for this platform service can range from .40%-.49%, are incurred by the client, and are in addition to the firm's advisory fee.

Fees are always subject to the agreement between the client and Prevail IWA. Such fees are payable quarterly in arrears, as agreed. The fees will be prorated if the relationship commences otherwise than at the beginning of a calendar quarter.

Clients can elect to have the fee deducted from one of their accounts or billed directly and due upon receipt of the billing notice. If a client elects to have the fee automatically deducted from an existing account, it must provide the custodian with written authorization to deduct the fees from the account and pay the fees to Prevail IWA.

Our services will terminate when one party provides the other party with written notice to terminate. Fees are prorated based on the number of days service is provided during the final billing period. Any prepaid but unearned fees are promptly refunded to the client.

We do not reasonably expect to receive any other compensation, direct or indirect, for our retirement plan services.

B. Client Payment of Fees

Prevail IWA generally requires fees to be prepaid on a monthly basis. Prevail IWA requires clients to authorize the direct debit of fees from their accounts. Exceptions may be granted subject to the firm's consent for clients to be billed directly for our fees. For directly debited fees, the custodian's periodic statements will show each fee deduction from the account. Clients may withdraw this authorization for direct billing of these fees at any time by notifying us or their custodian in writing.

Prevail IWA will deduct advisory fees directly from the client's account provided that (i) the client provides written authorization to the qualified custodian, and (ii) the qualified custodian sends the client a statement, at least quarterly, indicating all amounts disbursed from the account. The client is responsible for verifying the accuracy of the fee calculation, as the client's custodian will not verify the calculation.

A client investment advisory agreement may be canceled at any time by the client, or by Prevail IWA with 30 days' prior written notice to the client. Upon termination, any unearned, prepaid fees will be promptly refunded and any earned, unpaid fees will be immediately due and payable.

C. Additional Client Fees Charged

All fees paid for investment advisory services are separate and distinct from the fees and expenses charged by exchange-traded funds, mutual funds, separate account managers, private placement, pooled investment vehicles, broker-dealers, and custodians retained by clients. Such fees and expenses are described in each exchange-traded fund and mutual fund's prospectus, each separate account manager's Form ADV and Brochure and Brochure Supplement or similar disclosure statement, each private placement or pooled investment vehicle's confidential offering memoranda, and by any broker-dealer or custodian retained by the client. Clients are advised to read these materials carefully before investing. If a mutual fund also imposes sales charges, a client may pay an initial or deferred sales charge as further described in the mutual fund's prospectus. A client using Prevail IWA may be precluded from using certain mutual funds or separate account managers because they may not be offered by the client's custodian.

Please refer to the Brokerage Practices section (Item 12) for additional information regarding the firm's brokerage practices.

D. External Compensation for the Sale of Securities to Clients

Prevail IWA's advisory professionals may be compensated through a percentage of advisory fees charged to clients or salary and bonus structure. Prevail IWA's advisory professionals may receive commission-based compensation for the sale of insurance products. Please see Item 10.C. for detailed information and conflicts of interest.

E. Important Disclosure – Custodian Investment Programs

Please be advised that the firm utilizes certain custodians/broker-dealers. Under these arrangements we can access certain investment programs offered through such custodian(s) that offer certain compensation and fee structures that create conflicts of interest of which clients need to be aware. Please note the following:

Limitation on Mutual Fund Universe for Custodian Investment Programs: There are certain programs in which we participate where a client's investment options may be limited in certain of these programs to those mutual funds and/or mutual fund share classes that pay 12b-1 fees and other revenue sharing fee payments, and the client should be aware that the firm is not selecting from among all mutual funds available in the marketplace when recommending mutual funds to the client.

Conflict Between Revenue Share Class (12b-1) and Non-Revenue Share Class Mutual Funds: Revenue share class/12b-1 fees are deducted from the net asset value of the mutual fund and generally, all things being equal, cause the fund to earn lower rates of return than those mutual

funds that do not pay revenue sharing fees. The client is under no obligation to utilize such programs or mutual funds. Although many factors will influence the type of fund to be used, the client should discuss with their investment adviser representative whether a share class from a comparable mutual fund with a more favorable return to investors is available that does not include the payment of any 12b-1 or revenue sharing fees given the client's individual needs and priorities and anticipated transaction costs. In addition, the receipt of such fees can create conflicts of interest in instances where the custodian receives the entirety of the 12b-1 and/or revenue sharing fees and takes the receipt of such fees into consideration in terms of benefits it may elect to provide to the firm, even though such benefits may or may not benefit some or all of the firm's clients.

Additional Disclosure Concerning Wrap Programs: To the extent that we either sponsor or recommend wrap fee programs, please be advised that certain wrap fee programs may (i) allow our investment adviser representatives to select mutual fund classes that either have no transaction fee costs associated with them but include embedded 12b-1 fees that lower the investor's return ("sometimes referred to as "A-Shares," depending on the mutual fund issuer), or (ii) allow the use of mutual fund classes that have transaction fees associated with them but do not carry embedded 12b-1 fees (sometimes referred to as "I-Shares," depending on the mutual fund sponsor). Wrap fee programs offer investment services and related transaction services for one all-inclusive fee (except as may be described in the applicable wrap fee program brochure). The trading costs are typically absorbed by the firm and/or the investment representative. If a client's account holds A-Shares within a wrap fee program, the firm and/or its investment adviser representative avoids paying the transaction fees charged by other mutual fund classes, which in effect decreases the firm's costs and increases its revenues from the account. Effectively, the cost is transferred to the client from the firm in the form of a lower rate of return on the specific mutual fund. This creates an incentive for the firm or investment adviser representative to utilize such funds as opposed to those funds that may be equally appropriate for a client but do not carry the additional cost of 12b-1 fees. As a policy matter, the firm does not allow funds that impose 12b-1 or revenue sharing fees on the client's investment within its wrap fee programs. Clients should understand and discuss with their investment adviser representative the types of mutual fund share classes available in the wrap fee program and the basis for using one share class over another in accordance with their individual circumstances and priorities.

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

Prevail IWA may charge performance-based fees to clients who invest in the firm's affiliate proprietary investment ventures and private investment vehicles. Performance based fees may be charged to clients who have at least \$1,100,000 in portfolio assets managed by the firm, or who together with their spouse have at least \$2,200,000 in net worth. Clients are advised that performance-based fees involve a sharing of any portfolio gains between the client and the investment manager. Such performance-based fees create an economic incentive for the investment manager to take additional risks in the management of a client portfolio that may be in conflict with the client's current investment objectives and tolerance for risk. The investment manager is also incentivized to allocate more time to the management of performance-based portfolios and to preference investment allocations and investment ideas of performance-based clients.

No performance-based fees will be assessed until the portfolio, on a cumulative basis from account inception, is in a net gain position. Performance-based fees are in addition to the asset-based fees detailed in Item 5 of this Brochure. Clients are also advised that as a result of the standard asset-based fee and the performance-based fee, the investment manager has an economic incentive to recommend a performance-based fee structure.

Performance-based fees may only be offered to clients who meet one of the following criteria:

- A natural person who or a company that immediately after entering into the contract has at least \$1,100,000 under the management of the investment adviser;
- A natural person or a company that the investment adviser entering into the contract (and any person acting on his behalf) reasonably believes, immediately prior to entering into the contract, either:
 - Has a net worth (together, in the case of a natural person, with assets held jointly with a spouse) of more than \$2,200,000 at the time the contract is entered into, exclusive of the value of their primary residence; or
 - Is a qualified purchaser as defined in section 2(a)(51)(AA) of the Investment Company Act of 1940 (15U.S.C. 80a-2(51)(A)) at the time the contract is entered into; or
 - A natural person who immediately prior to entering into the contract is:
 - An executive officer, director, trustee, general partner, or person serving in similar capacity of the investment adviser; or
 - An employee of the investment adviser (other than an employee performing solely clerical, secretarial, or administrative functions with regard to the investment adviser) who, in connection with his or her regular functions or duties, participates in the investment activities of such investment adviser, provided that such employee has been performing such functions and duties for or on behalf of the investment adviser, or substantially similar functions or duties for or on behalf of another company for at least 12 months.

Item 7: Types of Clients

We generally provide investment advice to the following types of clients:

- Individuals
- High net worth individuals
- Pension and profit-sharing plans
- Trust, estates, or charitable organizations
- Corporations and other business entities

There is no minimum investment amount required for establishing an account with us.

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

A. Methods of Analysis and Investment Strategies

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear. There is no guarantee that any specific investment or strategy will be profitable for a particular client.

Methods of Analysis

Prevail IWA uses a variety of sources of data to conduct its economic, investment and market analysis, which may include economic and market research materials prepared by others, conference calls hosted by individual companies or mutual funds, corporate rating services, annual reports, prospectuses, and company press releases, and financial newspapers and magazines. It is important to keep in mind that there is no specific approach to investing that guarantees success or positive returns; investing in securities involves risk of loss that clients should be prepared to bear.

Prevail IWA and its investment adviser representatives are responsible for identifying and implementing the methods of analysis used in formulating investment recommendations to clients. The methods of analysis may include quantitative methods for optimizing client portfolios, computer-based risk/return analysis, technical analysis, and statistical and/or computer models utilizing long-term economic criteria.

- Fundamental analysis is a method of evaluating the intrinsic value of an asset and analyzing the factors that could influence its price in the future. This form of analysis is based on external events and influences, as well as financial statements and industry trends.
- Factor investing is an investment approach that involves targeting specific drivers of return across asset classes. There are two main types of factors: macroeconomic and style.
- Optimization involves the use of mathematical algorithms to determine the appropriate mix of assets given the firm's current capital market rate assessment and a particular client's risk tolerance.
- Quantitative methods include analysis of historical data such as price and volume statistics, performance data, standard deviation and related risk metrics, how the security performs relative to the overall stock market, earnings data, price to earnings ratios, and related data.
- Technical analysis involves charting price and volume data as reported by the exchange where the security is traded to look for price trends.
- Computer models may be used to derive the future value of a security based on assumptions of various data categories such as earnings, cash flow, profit margins, sales, and a variety of other company specific metrics.

In addition, Prevail IWA reviews research material prepared by others, as well as corporate filings, corporate rating services, and a variety of financial publications. Prevail IWA may employ outside vendors or utilize third-party software to assist in formulating investment recommendations to clients.

Mutual Funds and Exchange-Traded Funds, Individual Securities, and Pooled Investment Vehicles

Prevail IWA may recommend "institutional share class" mutual funds and exchange-traded funds ("ETF"s), individual securities (including fixed income instruments), and pooled investment vehicles.

A description of the criteria to be used in formulating an investment recommendation for mutual funds, ETFs, individual securities (including fixed-income securities), and pooled investment vehicles is set forth below.

Prevail IWA has formed relationships with third-party vendors that

- provide a technological platform for separate account management
- prepare performance reports
- perform or distribute research of individual securities
- perform billing and certain other administrative tasks

Prevail IWA may utilize additional independent third parties to assist it in recommending and monitoring individual securities, mutual funds, and pooled investment vehicles to clients as appropriate under the circumstances.

Prevail IWA reviews certain quantitative and qualitative criteria related to mutual funds and to formulate investment recommendations to its clients. Quantitative criteria may include

- the performance history of a mutual fund evaluated against that of its peers and other benchmarks
- an analysis of risk-adjusted returns
- an analysis of the fund/manager's contribution to the investment return (e.g., manager's alpha), standard deviation of returns over specific time periods, sector and style analysis
- the fund/manager's fee structure
- the relevant portfolio manager's tenure

Qualitative criteria used in selecting/recommending mutual funds include the investment objectives and/or management style and philosophy of a mutual fund/manager; a mutual fund/manager's consistency of investment style; and employee turnover and efficiency and capacity.

Quantitative and qualitative criteria related to mutual funds are reviewed by Prevail IWA on a quarterly basis or such other interval as appropriate under the circumstances. In addition, mutual funds or managers are reviewed to determine the extent to which their investments reflect efforts to time the market, or evidence style drift such that their portfolios no longer

accurately reflect the particular asset category attributed to the mutual fund by Prevail IWA (both of which are negative factors in implementing an asset allocation structure).

Prevail IWA may negotiate reduced account minimum balances and reduced fees under various circumstances (e.g., for clients with minimum level of assets committed to the manager for specific periods of time, etc.). There can be no assurance that clients will receive any reduced account minimum balances or fees, or that all clients, even if apparently similarly situated, will receive any reduced account minimum balances or fees available to some other clients. Also, account minimum balances and fees may significantly differ between clients. Each client's individual needs and circumstances will determine portfolio weighting, which can have an impact on fees given the funds utilized. Prevail IWA will endeavor to obtain equal treatment for its clients with funds, but cannot assure equal treatment.

Prevail IWA will regularly review the activities of mutual funds utilized for the client. Clients that invest in mutual funds should first review and understand the disclosure documents of those mutual funds, which contain information relevant to such retention or investment, including information on the methodology used to analyze securities, investment strategies, fees, and conflicts of interest. Similarly, clients qualified to invest in pooled investment vehicles should review the private placement memoranda or other disclosure materials relating to such vehicles before making a decision to invest.

Material Risks of Investment Instruments

Prevail IWA generally invests in the following types of securities:

- Equity securities
- Mutual fund securities
- Collective investment trusts
- Exchange-traded funds
- Leveraged and inverse exchange-traded funds
- Exchange-traded notes
- Fixed income securities
- Municipal securities
- Private placements
- Pooled investment vehicles
- Fixed equity annuities
- Fixed equity indexed annuities
- Variable annuities
- Real Estate Investment Trusts ("REITs")
- Private Equity

Equity Securities

Investing in individual companies involves inherent risk. The major risks relate to the company's capitalization, quality of the company's management, quality and cost of the

company's services, the company's ability to manage costs, efficiencies in the manufacturing or service delivery process, management of litigation risk, and the company's ability to create shareholder value (i.e., increase the value of the company's stock price). Foreign securities, in addition to the general risks of equity securities, have geopolitical risk, financial transparency risk, currency risk, regulatory risk and liquidity risk.

Mutual Fund Securities

Investing in mutual funds carries inherent risk. The major risks of investing in a mutual fund include the quality and experience of the portfolio management team and its ability to create fund value by investing in securities that have positive growth, the amount of individual company diversification, the type and amount of industry diversification, and the type and amount of sector diversification within specific industries. In addition, mutual funds tend to be tax inefficient and therefore investors may pay capital gains taxes on fund investments while not having yet sold the fund.

Collective Investment Trusts ("CITs")

CITs are groups of pooled accounts held by a bank or trust company. CITs can only be included in retirement accounts qualified by the Employee Retirement Income Security Act of 1974 (ERISA). As opposed to certain other types of retirement investments, such as mutual funds, an individual investor cannot generally make a direct purchase of a CIT. Instead, their employer must offer a plan that incorporates this type of trust. This option is popular for defined contribution retirement plans, such as 401(k) plans. The trust companies and trustee banks that own and manage CITs use the combined power of investor funds placed into retirement plans to purchase a variety of securities, thereby creating a single investment option. The large-scale nature of these plans supports a diversification of assets, which is often attractive to individual investors. A CIT may include stocks, bonds, mutual funds, and a wide range of other securities. The financial institution groups assets from individuals and organizations to develop a single larger, diversified portfolio. CITs are generally available to the individual only via employer-sponsored retirement plans, pension plans, and insurance companies. Other names for them include common trust funds, common funds, collective trusts, and commingled trusts. CITs are regulated by the Office of the Comptroller of the Currency ("OCC"). CITs are bank maintained and not registered with the Securities and Exchange Commission. The CIT is not a mutual fund registered under the Investment Company Act of 1940, as amended ("1940 Act"), or other applicable law, and unit holders are not entitled to the protections of the 1940 Act. The regulations applicable to a CIT are different from those applicable to a mutual fund. The CIT's units are not securities registered under the Securities Act of 1933, as amended, or applicable securities laws of any state or other jurisdiction.

The primary objective of a CIT is through the use of economies of scale to lower costs with a combination of profit-sharing funds and pensions. The pooled funds are grouped into a master trust account (legally speaking, CITs are set up as trusts) that is controlled by the bank or trust company, which acts as a trustee or executor. However, many financial institutions use investment companies or mutual fund companies as sub-advisers to manage the portfolios.

Exchange-Traded Funds (“ETFs”)

ETFs are investment companies whose shares are bought and sold on a securities exchange. An ETF holds a portfolio of securities designed to track a particular market segment or index. Some examples of ETFs are SPDRs[®], streetTRACKS[®], DIAMONDSSM, NASDAQ 100 Index Tracking StockSM (“QQQsSM”) iShares[®] and VIPERs[®]. ETFs have embedded expenses that the client indirectly bears.

Investing in ETFs involves risk. Specifically, ETFs, depending on the underlying portfolio and its size, can have wide price (bid and ask) spreads, thus diluting or negating any upward price movement of the ETF or enhancing any downward price movement. Also, ETFs require more frequent portfolio reporting by regulators and are thereby more susceptible to actions by hedge funds that could have a negative impact on the price of the ETF. Certain ETFs may employ leverage, which creates additional volatility and price risk depending on the amount of leverage utilized, the collateral and the liquidity of the supporting collateral.

Further, the use of leverage (i.e., employing the use of margin) generally results in additional interest costs to the ETF. Certain ETFs are highly leveraged and therefore have additional volatility and liquidity risk. Volatility and liquidity can severely and negatively impact the price of the ETF’s underlying portfolio securities, thereby causing significant price fluctuations of the ETF.

Leveraged and Inverse Exchange-Traded Funds (“ETFs”)

Leveraged ETFs employ financial derivatives and debt to try to achieve a multiple (for example two or three times) of the return or inverse return of a stated index or benchmark over the course of a single day. The use of leverage typically increases risk for an investor. However, unlike utilizing margin or shorting securities in your own account, you cannot lose more than your original investment. An inverse ETF is designed to track, on a daily basis, the inverse of its benchmark. Inverse ETFs utilize short selling, derivatives trading, and other leveraged investment techniques, such as futures trading to achieve their objectives. Leverage and inverse ETFs reset each day; as such, their performance can quickly diverge from the performance of the underlying index or benchmark. An investor could suffer significant losses even if the long-term performance of the index showed a gain. Engaging in short sales and using swaps, futures, contracts, and other derivatives can expose the ETF.

There is always a risk that not every leveraged or inverse ETF will meet its stated objective on any given trading day. An investor should understand the impact an investment in the ETF could have on the performance of their portfolio, taking into consideration goals and tolerance for risk. Leveraged or inverse ETFs may be less tax-efficient than traditional ETFs, in part because daily resets can cause the ETF to realize significant short-term capital gains that may not be offset by a loss. Be sure to check with your tax advisor about the consequences of investing in a leveraged or inverse ETF. Leveraged and Inverse ETFs are not suited for long-term investment strategies. These are not appropriate for buy-and-hold or conservative investors and are more suitable for investors who understand leverage and are willing to assume the risk of magnified potential losses. These funds tend to carry higher fees, due to active management, that can also affect performance.

Exchange-Traded Notes (“ETN”)

ETNs are structured debt securities. ETN liabilities are unsecured general obligations of the issuer. Most ETNs are designed to track a particular market segment or index. ETNs have expenses associated with their operation. When a fund invests in an ETN, in addition to directly bearing expenses associated with its own operations, it will bear its pro rata portion of the ETN’s expenses. The risks of owning an ETN generally reflect the risks of owning the underlying securities the ETN is designed to track, although lack of liquidity in an ETN could result in it being more volatile than the underlying portfolio of securities. In addition, because of ETN expenses, compared to owning the underlying securities directly it may be more costly to own an ETN. The value of an ETN security should also be expected to fluctuate with the credit rating of the issuer.

Fixed Income Securities

Fixed income securities carry additional risks than those of equity securities described above. These risks include the company’s ability to retire its debt at maturity, the current interest rate environment, the coupon interest rate promised to bondholders, legal constraints, jurisdictional risk (U.S or foreign) and currency risk. If bonds have maturities of ten years or greater, they will likely have greater price swings when interest rates move up or down. The shorter the maturity the less volatile the price swings. Foreign bonds have liquidity and currency risk.

Municipal Securities

Municipal securities carry additional risks than those of corporate and bank-sponsored debt securities described above. These risks include the municipality’s ability to raise additional tax revenue or other revenue (in the event the bonds are revenue bonds) to pay interest on its debt and to retire its debt at maturity. Municipal bonds are generally tax free at the federal level, but may be taxable in individual states other than the state in which both the investor and municipal issuer is domiciled.

Private Placements

Private placements carry significant risk in that companies using the private placement market conduct securities offerings that are exempt from registration under the federal securities laws, which means that investors do not have access to public information and such investors are not provided with the same amount of information that they would receive if the securities offering was a public offering. Moreover, many companies using private placements do so to raise equity capital in the start-up phase of their business, or require additional capital to complete another phase in their growth objective. In addition, the securities issued in connection with private placements are restricted securities, which means that they are not traded on a secondary market, such as a stock exchange, and they are thus illiquid and cannot be readily converted to cash.

Pooled Investment Vehicles

A pooled investment vehicle, such as a commodity pool or investment company, is generally offered only to investors who meet specified suitability, net worth and annual income criteria. Pooled investment vehicles sell securities through private placements and thus are illiquid and subject to a variety of risks that are disclosed in each pooled investment vehicle's confidential private placement memorandum or disclosure document. Investors should read these documents carefully and consult with their professional advisors prior to committing investment dollars. Because many of the securities involved in pooled investment vehicles do not have transparent trading markets from which accurate and current pricing information can be derived, or in the case of private equity investments where portfolio security companies are privately held with no publicly traded market, the firm will be unable to monitor or verify the accuracy of such performance information.

Fixed Equity Annuities

A fixed annuity is a contract between an insurance company and a customer, typically called the annuitant. The contract obligates the company to make a series of fixed annuity payments to the annuitant for the duration of the contract. The annuitant surrenders a lump sum of cash in exchange for monthly payments that are guaranteed by the insurance company. Please note the following risks: (i) Spending power risk. Social Security retirement benefits have cost-of-living adjustments. Most fixed annuities do not. Consequently, the spending power provided by the monthly payment may decline significantly over the life of the annuity contract because of inflation, (ii) Death and survivorship risk. In a conventional fixed annuity, once the annuitant has turned over a lump sum premium to the insurance company, it will not be returned. The annuitant could die after receiving only a few monthly payments, but the insurance company may not be obligated to give the annuitant's estate any of the money back. A related risk is based on the financial consequences for a surviving spouse. In a standard single-life annuity contract, a survivor receives nothing after the annuitant dies. That may put a severe dent in a spouse's retirement income. To counteract this risk, consider a joint life annuity. (iii) Company failure risk. Private annuity contracts are not guaranteed by the FDIC, SIPC, or any other federal agency. If the insurance company that issues an annuity contract fails, no one in the federal government is obligated to protect the annuitant from financial loss. Most states have guaranty associations that provide a level of protection to citizens in that state if an insurance company also doing business in that state fails. A typical limit of state protection, if it applies at all, is \$100,000. To control this risk, contact the state insurance commissioner to confirm that your state has a guaranty association and to learn the guarantee limits applicable to a fixed annuity contract. Based on that information, consider dividing fixed annuity contracts among multiple insurance companies to obtain the maximum possible protection. Also check the financial stability and credit ratings of the annuity insurance companies being considered. A.M. Best and Standard & Poor's publish ratings information.

Fixed Equity Indexed Annuities

An equity-indexed annuity is a type of fixed annuity that is distinguished by the interest yield return being partially based on an equities index, typically the S&P 500. The returns (in the

form of interest credited to the contract) can consist of a guaranteed minimum interest rate and an interest rate linked to a market index. The guaranteed minimum interest rate usually ranges from 1 to 3 percent on at least 87.5 percent of the premium paid. As long as the company offering the annuity is fiscally sound enough to meet its obligations, you will be guaranteed to receive this return no matter how the market performs. Your index-linked returns will depend on how the index performs but, generally speaking, an investor with an indexed annuity will not see his or her rate of return fully match the positive rate of return of the index to which the annuity is linked — and could be significantly less. One major reason for this is that returns are subject to contractual limitations in the form of caps and participation rates. Participation rates are the percentage of an index's returns that are credited to the annuity. For instance, if your annuity has a participation rate of 75 percent, then your index-linked returns would only amount to 75 percent of the gains associated with the index. Interest caps, meanwhile, essentially mean that during big bull markets, investors won't see their returns go sky-high. For instance, if an index rises 12 percent, but an investor's annuity has a cap of 7 percent, his or her returns will be limited to 7 percent.

Some indexed annuity contracts allow the issuer to change these fees, participation rates and caps from time to time. Investors should also be aware that trying to withdraw the principal amount from a fixed indexed annuity during a certain period — usually within the first 9 or 10 years after the annuity was purchased — can result in fees known as surrender charges, and could also trigger tax penalties. In fact, under some contracts if withdrawals are taken amounts already credited will be forfeited. After paying surrender charges an investor could lose money by surrendering their indexed annuity too soon.

Variable Annuities

Variable Annuities are long-term financial products designed for retirement purposes. In essence, annuities are contractual agreements in which payment(s) are made to an insurance company, which agrees to pay out an income or a lump sum amount at a later date. There are contract limitations and fees and charges associated with annuities, administrative fees, and charges for optional benefits. They also may carry early withdrawal penalties and surrender charges, and carry additional risks such as the insurance carrier's ability to pay claims. Moreover, variable annuities carry investment risk similar to mutual funds. Investors should carefully review the terms of the variable annuity contract before investing.

Real Estate Investment Trusts (“REITs”)

A REIT is a tax designation for a corporate entity which pools capital of many investors to purchase and manage real estate. Many REITs invest in income-producing properties in the office, industrial, retail, and residential real estate sectors. REITs are granted special tax considerations, which can significantly reduce or eliminate corporate income taxes. In order to qualify as a REIT and for these special tax considerations, REITs are required by law to distribute 90% of their taxable income to investors. REITs can be traded on a public exchange like a stock, or be offered as a non-traded REIT. REITs, both public exchange-traded and non-traded, are subject to risks including volatile fluctuations in real estate prices, as well as fluctuations in the costs of operating or managing investment properties, which can be

substantial. Many REITs obtain management and operational services from companies and service providers that are directly or indirectly related to the sponsor of the REIT, which presents a potential conflict of interest that can impact returns on investments.

Non-traded REITs include: (i) A REIT that is registered with the Securities and Exchange Commission (SEC) but is not listed on an exchange or over-the-counter market (non-exchange traded REIT); or, (ii) a REIT that is sold pursuant to an exemption to registration (Private REIT). Non-traded REITs are generally blind pool investment vehicles. Blind pools are limited partnerships that do not explicitly state their future investments prior to beginning their capital-raising phase. During this period of capital-raising, non-traded REITs often pay distributions to their investors.

The risks of non-traded REITs are varied and significant. Because they are not exchange-traded investments, they often lack a developed secondary market, thus making them illiquid investments. As blind pool investment vehicles, non-traded REITs' initial share prices are not related to the underlying value of the properties. This is because non-traded REITs begin and continue to purchase new properties as new capital is raised. Thus, one risk for non-traded REITs is the possibility that the blind pool will be unable to raise enough capital to carry out its investment plan. After the capital raising phase is complete, non-traded REIT shares are infrequently re-valued and thus may not reflect the true net asset value of the underlying real estate investments. Non-traded REITs often offer investors a redemption program where the shares can be sold back to the sponsor; however, those redemption programs are often subject to restrictions and may be suspended at the sponsor's discretion. While non-traded REITs may pay distributions to investors at a stated target rate during the capital-raising phases, the funds used to pay such distributions may be obtained from sources other than cash flow from operations, and such financing can increase operating costs.

With respect to publicly traded REITs, publicly traded REITs may be subject to additional risks and price fluctuations in the public market due to investors' expectations of the individual REIT, the real estate market generally, specific sectors, the current yield on such REIT, and the current liquidity available in public market. Although publicly traded REITs offer investors liquidity, there can be constraints based upon current supply and demand. An investor when liquidating may receive less than the intrinsic value of the REIT.

Private Equity

Private equity is an ownership interest in a company or portion of a company that is not publicly owned, quoted, or traded on a stock exchange. Private equity takes an ownership interest in a company with the goal of enhancing the company's value by bringing about change. Compared to public equity, long-term results of private equity investments are less dependent on overall market performance. Private equity investments are subject to certain risks such as market and investment style risk. Investments are highly illiquid and subject to greater risk. These risks include lack of liquidity, lack of valuation transparency, conflicts of interest, higher management fees, and complex tax structures. Private equity investments may require a longer holding period and are highly speculative and may result in a loss of invested capital. The strategies discussed may only be appropriate for certain qualified investors.

B. Investment Strategy and Method of Analysis Material Risks

Our investment strategy is custom-tailored to the client's goals, investment objectives, risk tolerance, and personal and financial circumstances.

Margin Leverage

Although Prevail IWA, as a general business practice, does not utilize leverage, there may be instances in which the use of leverage may be appropriate for certain clients and situations or requested by the clients for personal use. In this regard please review the following:

The use of margin leverage enhances the overall risk of investment gain and loss to the client's investment portfolio. For example, investors are able to control \$2 of a security for \$1. So if the price of a security rises by \$1, the investor earns a 100% return on their investment. Conversely, if the security declines by \$.50, then the investor loses 50% of their investment.

The use of margin leverage entails borrowing, which results in additional interest costs to the investor.

Broker-dealers who carry customer accounts require a minimum equity requirement when clients utilize margin leverage. The minimum equity requirement is stated as a percentage of the value of the underlying collateral security with an absolute minimum dollar requirement. For example, if the price of a security declines in value to the point where the excess equity used to satisfy the minimum requirement dissipates, the broker-dealer will require the client to deposit additional collateral to the account in the form of cash or marketable securities. A deposit of securities to the account will require a larger deposit, as the security being deposited is included in the computation of the minimum equity requirement. In addition, when leverage is utilized and the client needs to withdraw cash, the client must sell a disproportionate amount of collateral securities to release enough cash to satisfy the withdrawal amount based upon similar reasoning as cited above.

Regulations concerning the use of margin leverage are established by the Federal Reserve Board and vary if the client's account is held at a broker-dealer versus a bank custodian. Broker-dealers and bank custodians may apply more stringent rules as they deem necessary.

Short-Term Trading

Although Prevail IWA, as a general business practice, does not utilize short-term trading, there may be instances in which short-term trading may be necessary or an appropriate strategy. In this regard, please read the following:

There is an inherent risk for clients who trade frequently in that high-frequency trading creates substantial transaction costs that in the aggregate could negatively impact account performance.

Short Selling

Prevail IWA generally does not engage in short selling but reserves the right to do so in the exercise of its sole judgment. Short selling involves the sale of a security that is borrowed rather

than owned. When a short sale is effected, the investor is expecting the price of the security to decline in value so that a purchase or closeout of the short sale can be effected at a significantly lower price. The primary risks of effecting short sales is the availability to borrow the stock, the unlimited potential for loss, and the requirement to fund any difference between the short credit balance and the market value of the security.

Technical Trading Models

Technical trading models are mathematically driven based upon historical data and trends of domestic and foreign market trading activity, including various industry and sector trading statistics within such markets. Technical trading models, through mathematical algorithms, attempt to identify when markets are likely to increase or decrease and identify appropriate entry and exit points. The primary risk of technical trading models is that historical trends and past performance cannot predict future trends, and there is no assurance that the mathematical algorithms employed are designed properly, updated with new data, and can accurately predict future market, industry, and sector performance.

Option Strategies

Various option strategies give the holder the right to acquire or sell underlying securities at the contract strike price up until expiration of the option. Each contract is worth 100 shares of the underlying security. Options entail greater risk but allow an investor to have market exposure to a particular security or group of securities without the capital commitment required to purchase the underlying security or groups of securities. In addition, options allow investors to hedge security positions held in the portfolio. For detailed information on the use of options and option strategies, please contact the Options Clearing Corporation for the current Options Risk Disclosure Statement.

Prevail IWA as part of its investment strategy may employ the following option strategies:

- Covered call writing
- Long call options purchases
- Long put options purchases
- Option spreading

Covered Call Writing

Covered call writing is the sale of in-, at-, or out-of-the-money call option against a long security position held in the client portfolio. This type of transaction is used to generate income. It also serves to create downside protection in the event the security position declines in value. Income is received from the proceeds of the option sale. Such income may be reduced to the extent it is necessary to buy back the option position prior to its expiration. This strategy may involve a degree of trading velocity, transaction costs and significant losses if the underlying security has volatile price movement. Covered call strategies are generally suited for companies with little price volatility.

Long Call Option Purchases

Long call option purchases allow the option holder to be exposed to the general market characteristics of a security without the outlay of capital necessary to own the security. Options are wasting assets and expire (usually within nine months of issuance), and as a result can expose the investor to significant loss.

Long Put Option Purchases

Long put option purchases allow the option holder to sell or “put” the underlying security at the contract strike price at a future date. If the price of the underlying security declines in value, the value of the long put option increases. In this way long puts are often used to hedge a long stock position. Options are wasting assets and expire (usually within nine months of issuance), and as a result can expose the investor to significant loss.

Option Spreading

Option spreading usually involves the purchase of a call option and the sale of a call option at a higher contract strike price, both having the same expiration month. The purpose of this type of transaction is to allow the holder to be exposed to the general market characteristics of a security without the outlay of capital to own the security, and to offset the cost by selling the call option with a higher contract strike price. In this type of transaction, the spread holder “locks in” a maximum profit, defined as the difference in contract prices reduced by the net cost of implementing the spread. There are many variations of option spreading strategies; please contact the Options Clearing Corporation for a current Options Risk Disclosure Statement that discusses each of these strategies.

C. Concentration Risks

There is an inherent risk for clients who have their investment portfolios heavily weighted in one security, one industry or industry sector, one geographic location, one investment manager, one type of investment instrument (equities versus fixed income). Clients who have diversified portfolios, as a general rule, incur less volatility and therefore less fluctuation in portfolio value than those who have concentrated holdings. Concentrated holdings may offer the potential for higher gain, but also offer the potential for significant loss.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There is nothing to report on this item.

B. Administrative Enforcement Proceedings

There is nothing to report on this item.

C. Self-Regulatory Organization Enforcement Proceedings

Brad Lawing signed an Acceptance, Waiver and Consent (AWC) which was accepted by the Financial Industry Regulatory Authority (FINRA) on November 7, 2017. At the time that the AWC was accepted, Brad Lawing was no longer registered with FINRA. Brad Lawing was found to have violated FINRA Rule 2010 by communicating securities business by a means his firm prohibited and could not monitor. Brad Lawing was also found to have violated FINRA Rule 2111 and 2010 by recommending shares of a business development company to three customers, but two of them did not satisfy the issuers' suitability standards and the third customer's investment resulted in overconcentration.

Brad Lawing was ordered to pay a fine of \$10,000. He was ordered to make restitution to two of the three affected customers in the amount of \$11,754 plus interest. In addition, Brad Lawing was suspended for five months from associating with any FINRA member firm in any capacity from November 20, 2017, through April 19, 2018. Brad Lawing paid the fine of \$10,000 and made restitution to the two clients in the total amount of \$12,255.87 in December 2017.

Item 10: Other Financial Industry Activities and Affiliations

A. Broker-Dealer or Representative Registration

Neither Prevail IWA nor its affiliates, employees, or independent contractors are registered broker-dealers and do not have an application to register pending.

B. Futures or Commodity Registration

Neither Prevail IWA nor its affiliates are registered as a commodity firm, futures commission merchant, commodity pool operator or commodity trading advisor and do not have an application to register pending.

C. Material Relationships Maintained by this Advisory Business and Conflicts of Interest

Insurance Agents

You can work with your investment adviser representative in his or her separate capacity as an insurance agent. When acting in his or her separate capacity as an insurance agent, the investment adviser representative will sell, for commissions, general disability insurance, life insurance, annuities, and other insurance products to you. As such, your investment adviser representative in his or her separate capacity as an insurance agent, will suggest that you implement our recommendations by purchasing disability insurance, life insurance, annuities, or other insurance products. This receipt of commissions creates an incentive and a material conflict of interest for the representative to recommend those products for which your investment adviser representative will receive a commission in his or her separate capacity as an insurance agent. Consequently, the advice rendered to you would be biased. Clients are under no obligation to implement any insurance or annuity transaction through your investment adviser representative.

Prevail Strategies LLC

Kerry Lawing is the CEO and a member of Prevail Strategies LLC, an affiliated insurance agency. When acting in this capacity, Kerry Lawing is compensated in the form of a salary as CEO of Prevail Strategies LLC and, when profitable, he will receive distributions.

Andrew F. Stafford is the President of Prevail Strategies LLC. When acting in this capacity, Andrew F. Stafford is compensated in the form of a salary as President of Prevail Strategies LLC and, when profitable, he will receive distributions.

Bradley Lawing is a member of Prevail Strategies LLC. Bradley Lawing is compensated by the profits of Prevail Strategies LLC based on his ownership in the firm.

Prevail Strategies LLC and Prevail IWA are under common control and ownership. The receipt of this additional compensation affects the judgment of Messrs. Lawing, Stafford and Lawing and creates a conflict of interest when recommending insurance products to our advisory clients.

While Messrs. Lawing, Stafford and Lawing endeavor always to put the interest of their clients first as a part of Prevail IWA's overall fiduciary duty to clients, clients should be aware that the receipt of profits from Prevail Strategies LLC itself creates a conflict of interest and can affect the decision-making process when making recommendations. Clients are never obligated or required to purchase insurance products from or through Messrs. Lawing, Stafford or Lawing, or Prevail Strategies LLC.

Prevail Alternative Assets, LLC

Prevail Alternative Assets, LLC, is affiliated with Prevail IWA and Prevail Strategies LLC, because they are under common ownership and control. Prevail Alternative Assets was formed to provide real estate investment opportunities for high-net-worth investors looking for diversification. Prevail Strategies LLC is the majority owner of Prevail Alternative Assets, with Kerry Lawing (CEO) as the majority owner of Prevail Strategies LLC. Kerry Lawing and the other members of Prevail Strategies LLC do not receive a salary from Prevail Alternative Assets but could receive compensation in the future in the form of distributions if Prevail Alternative Assets is profitable. Prevail Alternative Assets may from time to time solicit investments in real estate projects for clients of Prevail IWA. Clients should be aware that the receipt of additional compensation from Prevail Alternative Assets creates a conflict of interest that may impact the judgement of our investment advisor representatives and owners, who have an ownership interest in Prevail Alternative Assets and/or through our affiliation with Prevail Alternative Assets, when referring Prevail IWA clients to Prevail Alternative Assets. To mitigate this conflict of interest, Prevail Alternative Assets does not provide any compensation to our investment advisor representatives or owners for referrals.

Any investment by a Prevail IWA client into a Prevail Alternative Assets sponsored real estate investment would be without the involvement of Prevail IWA and should not be seen as a recommendation by Prevail IWA. Additionally, Prevail IWA clients should understand that any capital they invest in a Prevail Alternative Assets sponsored real estate investment would be completely outside of their advisory relationship with Prevail IWA and not part of their Prevail IWA Account going forward. Any client funds invested into a Prevail Alternative Assets offering is no longer held in custody by advisory Account custodians. Please note that the owners of Prevail Alternative Assets and Prevail IWA investment advisor representative can invest in Prevail Alternative Assets offerings. An investment by a Prevail Alternative Assets owner or Prevail IWA investment advisor representative should not be considered as an endorsement of any offering by Prevail Alternative Assets. Finally, there are material differences between the type of investments Prevail Alternative Assets may offer and the investments on which Prevail IWA provides advice on in terms of risk profile and liquidity, and the compensation Prevail Alternative Assets earns from a real estate project in which Prevail IWA clients invest may be materially different than the investment advisory fees Prevail IWA charges its clients.

Please be advised that Prevail Real Estate Opportunities, LLC, is an affiliated entity that exists solely to hold legacy real estate investment assets. No new investments are being added.

Private Funds and Investment Ventures

Clients of Prevail IWA may be solicited to invest in Prevail IWA's proprietary investment ventures and private investment vehicles, which poses a conflict of interest because Prevail IWA may receive compensation in connection with such investments. As a fiduciary, Prevail IWA always acts in its clients best interests. As such, before recommending an investment in an investment venture or a private investment vehicle, Prevail IWA will ensure such recommendation is in the client's best interest. Prevail IWA addresses the conflict of interest by fully disclosing such conflict of interest to its clients.

Use of DBA Name

Prevail IWA, along with its affiliated entities, Prevail Strategies, LLC, and Prevail Alternative Assets, LLC, utilize the entity name "Prevail" for marketing purposes. This includes the use of the entity name reflected on our website as well as social media. The name "Prevail" references independent services offered by each of the three entities and the specific services provided by each entity are summarized below:

- Prevail Innovative Wealth Advisors, LLC (Prevail IWA), is an investment adviser registered with the U.S. Securities Exchange Commission and offers investment advisory services.
- Prevail Strategies, LLC, is a registered insurance agency and offers insurance products and services.
- Prevail Alternative Assets, LLC, is an entity that offers private placements in real estate investment opportunities.

D. Recommendation or Selection of Other Investment Advisors and Conflicts of Interest

Prevail IWA does not recommend separate account managers or other investment products in which it receives any form of referral or solicitor compensation from the separate account manager or client.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

A. Code of Ethics Description

In accordance with the Advisers Act, Prevail IWA has adopted policies and procedures designed to detect and prevent insider trading. In addition, Prevail IWA has adopted a Code of Ethics (the "Code"). Among other things, the Code includes written procedures governing the conduct of Prevail IWA's advisory and access persons. The Code also imposes certain reporting obligations on persons subject to the Code. The Code and applicable securities transactions are monitored by the chief compliance officer of Prevail IWA. Prevail IWA will send clients a copy of its Code of Ethics upon written request.

Prevail IWA has policies and procedures in place to ensure that the interests of its clients are given preference over those of Prevail IWA, its affiliates and its employees. For example, there are policies in place to prevent the misappropriation of material non-public information, and such other policies and procedures reasonably designed to comply with federal and state securities laws.

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

Prevail IWA does not engage in principal trading (i.e., the practice of selling stock to advisory clients from a firm's inventory or buying stocks from advisory clients into a firm's inventory). Prevail IWA may recommend, or provide advice on managed proprietary investment products..

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

Prevail IWA, its affiliates, employees and their families, trusts, estates, charitable organizations and retirement plans established by it may purchase or sell the same securities as are purchased or sold for clients in accordance with its Code of Ethics policies and procedures. The personal securities transactions by advisory representatives and employees may raise potential conflicts of interest when they trade in a security that is:

- owned by the client, or
- considered for purchase or sale for the client.

Such conflict generally refers to the practice of front-running (trading ahead of the client), which Prevail IWA specifically prohibits. Prevail IWA has adopted policies and procedures that are intended to address these conflicts of interest. These policies and procedures:

- require our advisory representatives and employees to act in the client's best interest
- prohibit fraudulent conduct in connection with the trading of securities in a client account

- prohibit employees from personally benefitting by causing a client to act, or fail to act in making investment decisions
- prohibit the firm or its employees from profiting or causing others to profit on knowledge of completed or contemplated client transactions
- allocate investment opportunities in a fair and equitable manner
- provide for the review of transactions to discover and correct any trades that result in an advisory representative or employee benefitting at the expense of a client.

Advisory representatives and employees must follow Prevail IWA's procedures when purchasing or selling the same securities purchased or sold for the client.

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

Prevail IWA, its affiliates, employees and their families, trusts, estates, charitable organizations, and retirement plans established by it may effect securities transactions for their own accounts that differ from those recommended or effected for other Prevail IWA clients. Prevail IWA will make a reasonable attempt to trade securities in client accounts at or prior to trading the securities in its affiliate, corporate, employee or employee-related accounts. Trades executed the same day will likely be subject to an average pricing calculation. It is the policy of Prevail IWA to place the clients' interests above those of Prevail IWA and its employees.

Item 12: Brokerage Practices

A. Factors Used to Select Broker-Dealers for Client Transactions

Custodian Recommendations

Prevail IWA may recommend that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. ("Schwab" or "custodian"), a FINRA-registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Although Prevail IWA may recommend that clients establish accounts at the custodian, it is the client's decision to custody assets with the custodian. Prevail IWA is independently owned and operated and not affiliated with custodian. For Prevail IWA-managed advisory accounts, the custodian generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through the custodian or that settle into custodian accounts.

For fiduciary management services to qualified retirement plans, the Plan Sponsor has the option to choose the platform through which Plan and participant investment transactions will be executed. The available platform options will be discussed with each retirement plan client and disclosed in the advisory agreement with Prevail IWA. The Plan Sponsor and Trustee services may be subject to limitations and restrictions imposed by the applicable platform chosen by the Plan.

Prevail IWA considers the financial strength, reputation, operational efficiency, cost, execution capability, level of customer service, and related factors in recommending broker-dealers or custodians to advisory clients.

In certain instances and subject to approval by Prevail IWA, Prevail IWA will recommend to clients certain other broker-dealers and/or custodians based on the needs of the individual client, and taking into consideration the nature of the services required, the experience of the broker-dealer or custodian, the cost and quality of the services, and the reputation of the broker-dealer or custodian. The final determination to engage a broker-dealer or custodian recommended by Prevail IWA will be made by and in the sole discretion of the client. The client recognizes that broker-dealers and/or custodians have different cost and fee structures and trade execution capabilities. As a result, there may be disparities with respect to the cost of services and/or the transaction prices for securities transactions executed on behalf of the client. Clients are responsible for assessing the commissions and other costs charged by broker-dealers and/or custodians.

How We Select Brokers/Custodians to Recommend

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

- combination of transaction execution services along with asset custody services (generally without a separate fee for custody)
- capability to execute, clear, and settle trades (buy and sell securities for client accounts)
- capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- breadth of investment products made available (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.)
- availability of investment research and tools that assist us in making investment decisions
- quality of services
- competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them
- reputation, financial strength, and stability of the provider
- their prior service to us and our other clients
- availability of other products and services that benefit us, as discussed below

Client's Custody and Brokerage Costs

For client accounts that the firm maintains, the custodian generally does not charge clients separately for custody services but is compensated by charging either transaction fees or custodian asset-based fees on trades that it executes or that settle into the custodian's accounts. The custodian's commission rates applicable to the firm's client accounts were negotiated based on the firm's commitment to maintain a certain minimum amount of client assets at the custodian. This commitment benefits the client because the overall commission rates are lower than they would be if the firm had not made the commitment. In addition to commissions, the custodian charges a flat dollar amount as a "prime broker" or "trade away" fee for each trade that the firm has executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into the client's custodian account. These fees are in addition to the commissions or other compensation the client pays the executing broker-dealer. Because of this, in order to minimize the client's trading costs, the firm has the custodian execute most trades for the account.

Soft Dollar Arrangements

Prevail IWA does not utilize soft dollar arrangements. Prevail IWA does not direct brokerage transactions to executing brokers for research and brokerage services.

Institutional Trading and Custody Services

The custodian provides Prevail IWA with access to its institutional trading and custody services, which are typically not available to the custodian's retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a certain minimum amount of the advisor's clients' assets are maintained in accounts at a particular custodian. The custodian's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are

otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

Other Products and Services

Custodian also makes available to Prevail IWA other products and services that benefit Prevail IWA but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of Prevail IWA's accounts, including accounts not maintained at custodian. The custodian may also make available to Prevail IWA software and other technology that

- provide access to client account data (such as trade confirmations and account statements)
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- provide research, pricing and other market data
- facilitate payment of Prevail IWA's fees from its clients' accounts
- assist with back-office functions, recordkeeping and client reporting

The custodian may also offer other services intended to help Prevail IWA manage and further develop its business enterprise. These services may include

- compliance, legal and business consulting
- publications and conferences on practice management and business succession
- access to employee benefits providers, human capital consultants and insurance providers

The custodian may also provide other benefits such as educational events or occasional business entertainment of Prevail IWA personnel. In evaluating whether to recommend that clients custody their assets at the custodian, Prevail IWA may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers, and not solely the nature, cost or quality of custody and brokerage services provided by the custodian, which creates a conflict of interest.

Independent Third Parties

The custodian may make available, arrange, and/or pay third-party vendors for the types of services rendered to Prevail IWA. The custodian may discount or waive fees it would otherwise charge for some of these services or all or a part of the fees of a third party providing these services to Prevail IWA.

Additional Compensation Received from Custodians

Prevail IWA may participate in institutional customer programs sponsored by broker-dealers or custodians. Prevail IWA may recommend these broker-dealers or custodians to clients for custody and brokerage services. There is no direct link between Prevail IWA's participation in such programs and the investment advice it gives to its clients, although Prevail IWA receives economic benefits through its participation in the programs that are typically not available to

retail investors. These benefits may include the following products and services (provided without cost or at a discount):

- Receipt of duplicate client statements and confirmations
- Research-related products and tools
- Consulting services
- Access to a trading desk serving Prevail IWA participants
- Access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts)
- The ability to have advisory fees deducted directly from client accounts
- Access to an electronic communications network for client order entry and account information
- Access to mutual funds with no transaction fees and to certain institutional money managers
- Discounts on compliance, marketing, research, technology, and practice management products or services provided to Prevail IWA by third-party vendors

The custodian may also pay for business consulting and professional services received by Prevail IWA's related persons, and may pay or reimburse expenses (including client transition expenses, travel, lodging, meals and entertainment expenses for Prevail IWA's personnel to attend conferences). Some of the products and services made available by such custodian through its institutional customer programs may benefit Prevail IWA but may not benefit its client accounts. These products or services may assist Prevail IWA in managing and administering client accounts, including accounts not maintained at the custodian as applicable. Other services made available through the programs are intended to help Prevail IWA manage and further develop its business enterprise. The benefits received by Prevail IWA or its personnel through participation in these programs do not depend on the amount of brokerage transactions directed to the broker-dealer.

Prevail IWA also participates in similar institutional advisor programs offered by other independent broker-dealers or trust companies, and its continued participation may require Prevail IWA to maintain a predetermined level of assets at such firms. In connection with its participation in such programs, Prevail IWA will typically receive benefits similar to those listed above, including research, payments for business consulting and professional services received by Prevail IWA's related persons, and reimbursement of expenses (including travel, lodging, meals and entertainment expenses for Prevail IWA's personnel to attend conferences sponsored by the broker-dealer or trust company).

As part of its fiduciary duties to clients, Prevail IWA endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Prevail IWA or its related persons in and of itself creates a conflict of interest and indirectly influences Prevail IWA's recommendation of broker-dealers for custody and brokerage services.

The Firm's Interest in Custodian's Services

The availability of these services from the custodian benefits the firm because the firm does not have to produce or purchase them. These services are not contingent upon the firm committing any specific amount of business to the custodian in trading commissions or assets in custody. Custodian's services give the firm an incentive to recommend that clients maintain their accounts with the custodian based on the firm's interest in receiving the custodian's services that benefit the firm's business rather than based on the client's interest in receiving the best value in custody services and the most favorable execution of client transactions. This is a conflict of interest. The firm believes, however, that the selection of the custodian as custodian and broker is in the best interest of clients. It is primarily supported by the scope, quality, and price of the custodian's services and not the custodian's services that benefit only the firm.

Brokerage for Client Referrals

Prevail IWA does not engage in the practice of directing brokerage commissions in exchange for the referral of advisory clients.

Directed Brokerage

We do not allow directed brokerage arrangements. A directed brokerage arrangement enables a client to instruct the adviser to execute the client's trades through a particular broker-dealer. Clients should understand that not all investment advisers require the use of a particular broker-dealer or custodian. Some investment advisers allow their clients to select whichever broker-dealer the client decides. By requiring clients to use a particular broker-dealer, we may not achieve the most favorable execution of client transactions and the practice requiring the use of specific broker-dealers may cost clients more money than if the client used a different broker-dealer or custodian. However, for compliance and operational efficiencies, we have decided to require our clients to use specific broker-dealers and qualified custodians.

B. Aggregating Securities Transactions for Client Accounts

Best Execution

Prevail IWA, pursuant to the terms of its investment advisory agreement with clients, has discretionary authority to determine which securities are to be bought and sold, and the amount of such securities. Prevail IWA recognizes that the analysis of execution quality involves a number of factors, both qualitative and quantitative. Prevail IWA will follow a process in an attempt to ensure that it is seeking to obtain the most favorable execution under the prevailing circumstances when placing client orders. These factors include but are not limited to the following:

- The financial strength, reputation and stability of the broker
- The efficiency with which the transaction is effected
- The ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any)

- The availability of the broker to stand ready to effect transactions of varying degrees of difficulty in the future
- The efficiency of error resolution, clearance and settlement
- Block trading and positioning capabilities
- Performance measurement
- Online access to computerized data regarding customer accounts
- Availability, comprehensiveness, and frequency of brokerage and research services
- Commission rates
- The economic benefit to the client
- Related matters involved in the receipt of brokerage services

Consistent with its fiduciary responsibilities, Prevail IWA seeks to ensure that clients receive best execution with respect to clients' transactions by blocking client trades to reduce commissions and transaction costs. To the best of Prevail IWA's knowledge, these custodians provide high-quality execution, and Prevail IWA's clients do not pay higher transaction costs in return for such execution.

Commission rates and securities transaction fees charged to effect such transactions are established by the client's independent custodian and/or broker-dealer. Based upon its own knowledge of the securities industry, Prevail IWA believes that such commission rates are competitive within the securities industry. Lower commissions or better execution may be able to be achieved elsewhere.

Security Allocation

Since Prevail IWA may be managing accounts with similar investment objectives, Prevail IWA may aggregate orders for securities for such accounts. In such event, allocation of the securities so purchased or sold, as well as expenses incurred in the transaction, is made by Prevail IWA in the manner it considers to be the most equitable and consistent with its fiduciary obligations to such accounts.

Prevail IWA's allocation procedures seek to allocate investment opportunities among clients in the fairest possible way, taking into account the clients' best interests. Prevail IWA will follow procedures to ensure that allocations do not involve a practice of favoring or discriminating against any client or group of clients. Account performance is never a factor in trade allocations.

Prevail IWA's advice to certain clients and entities and the action of Prevail IWA for those and other clients are frequently premised not only on the merits of a particular investment, but also on the suitability of that investment for the particular client in light of his or her applicable investment objective, guidelines and circumstances. Thus, any action of Prevail IWA with respect to a particular investment may, for a particular client, differ or be opposed to the recommendation, advice, or actions of Prevail IWA to or on behalf of other clients.

Order Aggregation

Orders for the same security entered on behalf of more than one client will generally be aggregated (i.e., blocked or bunched) subject to the aggregation being in the best interests of all participating clients. Subsequent orders for the same security entered during the same trading day may be aggregated with any previously unfilled orders. Subsequent orders may also be aggregated with filled orders if the market price for the security has not materially changed and the aggregation does not cause any unintended duration exposure. All clients participating in each aggregated order will receive the average price and, subject to minimum ticket charges and possible step outs, pay a pro rata portion of commissions.

To minimize performance dispersion, "strategy" trades should be aggregated and average priced. However, when a trade is to be executed for an individual account and the trade is not in the best interests of other accounts, then the trade will only be performed for that account. This is true even if Prevail IWA believes that a larger size block trade would lead to best overall price for the security being transacted.

Allocation of Trades

All allocations will be made prior to the close of business on the trade date. In the event an order is "partially filled," the allocation will be made in the best interests of all the clients in the order, taking into account all relevant factors including, but not limited to, the size of each client's allocation, clients' liquidity needs and previous allocations. In most cases, accounts will get a pro forma allocation based on the initial allocation. This policy also applies if an order is "over-filled."

Prevail IWA acts in accordance with its duty to seek best price and execution and will not continue any arrangements if Prevail IWA determines that such arrangements are no longer in the best interest of its clients.

Trade Errors

From time-to-time Prevail IWA may make an error in submitting a trade order on the client's behalf. When this occurs, Prevail IWA may place a correcting trade with the broker-dealer. If an investment gain results from the correcting trade, the gain will remain in client's account unless the same error involved other client account(s) that should have received the gain, it is not permissible for client to retain the gain, or Prevail IWA confers with client and client decides to forego the gain (e.g., due to tax reasons).

If the gain does not remain in client's account and Schwab is the custodian, Schwab will donate the amount of any gain \$100 and over to charity. If a loss occurs greater than \$100, Prevail IWA will pay for the loss. Schwab will maintain the loss or gain (if such gain is not retained in client's account) if it is under \$100 to minimize and offset its administrative time and expense. Generally, if related trade errors result in both gains and losses in client's account, they may be "netted."

Item 13: Review of Accounts

A. Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Accounts are reviewed by Prevail IWA's investment adviser representative servicing the client's account. The frequency of reviews is determined based on the client's investment objectives, but reviews are conducted no less frequently than annually. More frequent reviews may also be triggered by a change in the client's investment objectives, tax considerations, large deposits or withdrawals, large purchases or sales, loss of confidence in the underlying investment, or changes in macro-economic climate.

B. Review of Client Accounts on Non-Periodic Basis

Prevail IWA may perform ad hoc reviews on an as-needed basis if there have been material changes in the client's investment objectives or risk tolerance, or a material change in how Prevail IWA formulates investment advice.

C. Content of Client-Provided Reports and Frequency

For our asset management services, you may elect to receive transaction confirmation notices and will receive regular monthly account statements in writing directly from the qualified custodian. Additionally, we may provide position or performance reports at meetings with you and upon request.

You are encouraged to always compare any reports or statements provided by us against the account statements delivered from the qualified custodian. When you have questions about your account statement, you should contact our firm and the qualified custodian preparing the statement. The custodian's statement is the official record of the client's securities account and supersedes any statements or reports created on behalf of the client by Prevail IWA.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

Schwab

Prevail IWA receives an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors that have their clients maintain accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above in Item 12: Brokerage Practices. The availability of Schwab's products and services to us is not based on our giving particular investment advice, such as buying particular securities for our clients

Expense Reimbursements

The firm may from time to time receive expense reimbursement for travel, entertainment and/or marketing expenses from distributors of investment and/or insurance products. Although receipt of these expense reimbursements is not predicated on specific sales quotas, the product sponsor reimbursements are typically made by those sponsors for whom sales have been made or it is anticipated sales will be made. This creates a conflict of interest in that there is an incentive to recommend certain products and investments based on the receipt of this compensation instead of what is in the best interest of our clients. We attempt to control for this conflict by always basing investment decisions on the individual needs of our clients.

B. Advisory Firm Payments for Client Referrals

The firm does not pay for client referrals.

Item 15: Custody

Prevail IWA is considered to have custody of client assets for purposes of the Advisers Act for the following reasons:

- The client authorizes us to instruct their custodian to deduct our advisory fees directly from the client's account. The custodian maintains actual custody of clients' assets.
- Our authority to direct client requests, utilizing standing instructions, for wire transfer of funds for first-party money movement and third-party money movement (checks and/or journals, ACH, Fed-wires). The firm has elected to meet the SEC's seven conditions to avoid the surprise custody exam, as outlined below:
 1. The client provides an instruction to the qualified custodian, in writing, that includes the client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
 2. The client authorizes the investment adviser, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
 3. The client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization, and provides a transfer of funds notice to the client promptly after each transfer.
 4. The client has the ability to terminate or change the instruction to the client's qualified custodian.
 5. The investment adviser has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.
 6. The investment adviser maintains records showing that the third party is not a related party of the investment adviser or located at the same address as the investment adviser.
 7. The client's qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

Individual advisory clients will receive at least quarterly account statements directly from their custodian containing a description of all activity, cash balances, and portfolio holdings in their accounts. Clients are urged to compare the account balance(s) shown on their account statements to the quarter-end balance(s) on their custodian's monthly statement. The custodian's statement is the official record of the account.

Item 16: Investment Discretion

Clients may grant a limited power of attorney to Prevail IWA with respect to trading activity in their accounts by signing the appropriate custodian limited power of attorney form. In those cases, Prevail IWA will exercise full discretion as to the nature and type of securities to be purchased and sold, and the amount of securities for such transactions. Investment limitations may be designated by the client as outlined in the investment advisory agreement. In addition, subject to the terms of its investment advisory agreement, Prevail IWA may be granted discretionary authority for the retention of independent third-party investment management firms. Investment limitations may be designated by the client as outlined in the investment advisory agreement. Please see the applicable third-party manager's disclosure brochure for detailed information relating to discretionary authority.

For Sub-Account management services, when discretionary authority has been granted in writing by you, we will exercise limited discretionary authority to exchange Sub-Accounts available in the variable annuity and/or variable life contract without contacting you in advance to obtain your consent for each exchange. Under our Sub-Account management services, you have the ability to place reasonable restrictions on the available Sub-Accounts we use. You may also place reasonable limitations on the discretionary power granted to Prevail IWA so long as the limitations are specifically included in the client agreement.

For Sub-Account management services, you may provide written discretionary authority to Prevail IWA to manage the Sub-Account investment options within the annuity, subject to approval by the insurance carrier. In the event discretionary authorization is not allowed, either by you or the insurance carrier, we will implement trades on a non-discretionary basis by obtaining your permission prior to effecting transactions in your account.

Item 17: Voting Client Securities

Prevail IWA does not take discretion with respect to voting proxies on behalf of its clients. All proxy material will be forwarded to the client by the client's custodian for the client's review and action. Clients may contact the firm with questions regarding proxies they have received.

Prevail IWA will endeavor to make recommendations to clients on voting proxies regarding shareholder vote, consent, election or similar actions solicited by, or with respect to, issuers of securities beneficially held as part of Prevail IWA supervised and/or managed assets. In no event will Prevail IWA take discretion with respect to voting proxies on behalf of its clients.

Except as required by applicable law, Prevail IWA will not be obligated to render advice or take any action on behalf of clients with respect to assets presently or formerly held in their accounts that become the subject of any legal proceedings, including bankruptcies.

From time to time, securities held in the accounts of clients will be the subject of class action lawsuits. Prevail IWA has no obligation to determine if securities held by the client are subject to a pending or resolved class action lawsuit. Prevail IWA also has no duty to evaluate a client's eligibility or to submit a claim to participate in the proceeds of a securities class action settlement or verdict. Furthermore, Prevail IWA has no obligation or responsibility to initiate litigation to recover damages on behalf of clients who may have been injured as a result of actions, misconduct, or negligence by corporate management of issuers whose securities are held by clients.

Where Prevail IWA receives written or electronic notice of a class action lawsuit, settlement, or verdict affecting securities owned by a client, it will forward all notices, proof of claim forms, and other materials to the client. Electronic mail is acceptable where appropriate and where the client has authorized contact in this manner.

Item 18: Financial Information

A. Balance Sheet

Prevail IWA does not require the prepayment of fees of \$1200 or more, six months or more in advance, and as such is not required to file a balance sheet.

B. Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

Prevail IWA does not have any financial issues that would impair its ability to provide services to clients.

C. Bankruptcy Petitions During the Past Ten Years

There is nothing to report on this item.