

Wealthcare Advisory Partners LLC

Form ADV Part 2A – Disclosure Brochure

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This Form ADV Part 2A (“Disclosure Brochure”) provides information about the qualifications and business practices of Wealthcare Advisory Partners LLC (“WCAP”, “We”, the “Advisor” or the “Firm”). If you have any questions about the contents of this Disclosure Brochure, please contact us at (804) 644-4711 or by email at compliance@wealthcarecapital.com.

WCAP is a registered investment advisor with the U.S. Securities and Exchange Commission / located in the Commonwealth of Virginia. The information in this Disclosure Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority. Registration of an investment advisor does not imply any specific level of skill or training. This Disclosure Brochure provides information about WCAP to assist you in determining whether to retain the Advisor.

Additional information about WCAP and its advisory persons are available on the SEC’s website at www.adviserinfo.sec.gov by searching for our firm name or by our CRD# 171976.

Date: February 2, 2018

Item 2- Material Changes

Form ADV 2 is divided into two parts: Part 2A (the "Disclosure Brochure") and Part 2B (the "Brochure Supplement"). The Disclosure Brochure provides information about a variety of topics relating to an Advisor's business practices and conflicts of interest. The Brochure Supplement provides information about advisory personnel of WCAP.

WCAP believes that communication and transparency are the foundation of its relationship with Clients and will continually strive to provide its Clients with complete and accurate information at all times. WCAP encourages all current and prospective Clients to read this Disclosure Brochure and discuss any questions you may have with us. And of course, we always welcome your feedback.

MATERIAL CHANGES

The following material changes have been made to this Disclosure Brochure since the last filing and distribution to Clients:

- WCAP offers clients a wrap fee program. Please see Appendix 1.

FUTURE CHANGES

From time to time, we may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations and routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs.

At any time, you may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching for our firm name or by our CRD# 171976. You may also request a copy of this Disclosure Brochure at any time, by contacting us at (804) 644-4711 or by email at compliance@wealthcarecapital.com.

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COMPANY HISTORY

Wealthcare Advisory Partners LLC (“WCAP”) is a Delaware limited liability company formed in June 2014. WCAP's mission is to provide sound customized financial advice in the best interest of the client. For many clients, we do that through a new financial advising discipline focused on helping clients live the one life they have the best way they can. This revolutionary goals-based financial advisory platform is called *The Wealthcare Process*. *The Wealthcare Process* is based upon several U.S. and International patents of Wealthcare Capital Management LLC (“WCM”), an affiliated federally registered investment adviser and technology provider. Wealthcare was the first company to provide U.S. and Canadian professional financial advisers and financial institutions with a web-based wealth management software product and also the first to do so with an integrated simulated market return analysis. Depending on their objectives and needs, some clients have their needs met by our staff of qualified advisors, and some may have third-party managers, as determined by their individual financial situation and investment objectives.

WCM is a related advisor and advisory affiliate of WCAP. The companies also share the same corporate office. WCAP has an investment services agreement with WCM to utilize the investment advice, and services of WCM, where WCAP Investment Advisor Representatives (“IARs”) are not individually managing the accounts, to assist WCAP in providing investment advice to its clients. WCM may also be appointed as a sub-advisor to manage WCAP portfolios, similar to a Third-party manager, as described herein. WCM will also perform due diligence and investment advisory services for WCAP and its clients. WCM also has an Agreement to provide certain corporate and administrative services to WCAP.

WCAP is owned 100% by Wealthcare Holdings LLC, a privately held Delaware limited liability company.

WCAP offers investment advisory services to individuals, high net worth individuals, trusts, estates, retirement plans, charitable organizations and corporations and other businesses in the Commonwealth of Virginia and other states (each referred to as a “Client”).

Some WCAP Advisors may offer their Clients the ability to combine the patented Goals Based Wealth Management approach of *The Wealthcare Process* with a flexible investment approach giving clients the freedom to invest in a wide variety of investment strategies and asset classes that meet the investment criteria of the Firm. Based upon a client's life goals, investment preferences, and financial resources, an appropriate investment portfolio will be established with the client that fits the investment criteria within the context of the client's Wealthcare Plan, or other client investment objectives information.

FINANCIAL PLANNING

Certain WCAP Advisors offer Clients the comprehensive, personalized goals-based financial planning services of *The Wealthcare Process*. This process is based on helping clients progress toward accomplishing the goals they value with confidence while avoiding unnecessary risk to, or needless sacrifice of their lifestyle. Central to the Wealthcare Process is constantly measuring and proactively managing –in a meaningful way—the client's progress toward accomplishing their goals. This is done by focusing client on the things they control – savings & spending plans, legacy objectives, the degree of risk they take, the design and the cost effectiveness of their investment strategy, and tax efficiency - within the context of understanding the inherent uncertainty of financial markets, which neither we nor our clients can control. By focusing the client on the things clients can control and balancing a client's range of goal choices and priorities within the context of uncertain markets, we enable clients to maintain a sufficient level of confidence that they can reach their goals. A client's total financial plan or “*Wealthcare Plan*” is highly likely to change as client's life events, aspirations, and priorities among goals change and also because of uncertain financial markets.

INVESTMENT MANAGEMENT SERVICES

WCAP offers a flexible investment platform which will give clients the freedom to invest in a wide variety of investment strategies and asset classes, including through an array of investment programs developed by WCM as disclosed above. WCAP makes available a wide selection of high quality, cost effective model portfolios and investment solutions that meet the investment standards of the Firm and are designed for integrated use within the Wealthcare Process for financial planning and Goals-Based Wealth Management. Based upon a client's personal investment preferences, objectives and when applicable the recommended financial plan, an investment portfolio will be established for each client, maintained and managed on an ongoing basis, and periodically reviewed for alignment with the client's overall and evolving *Wealthcare Plan* or overall investment objectives.

SELECTION OF THIRD-PARTY ADVISERS

WCM, as described above, may manage portfolios for WCAP's clients as a sub-advisor to WCAP where WCAP IARs are not individually managing the accounts. Among the portfolios offered by WCAP, some may be sub-advised by other unaffiliated third-party investment advisors ("TPA" or "TPAs"). TPAs recommended by WCAP will be subject to investment and organizational criteria. When providing the due diligence for WCAP on a TPA and the investment strategy offered, WCAP reviews an adviser's ownership, regulatory profile, assets, people, investment process, returns, risk characteristics and behavior, historical ability to produce skill-based alpha, and cost-effectiveness.

All TPAs are considered sub-advisors to WCAP clients, and are licensed as investment advisers by their state regulator or the U.S. Securities and Exchange Commission. The portfolios offered may have account minimum requirements that will vary from adviser to adviser and from investment style to investment style. WCAP clients are provided with a complete description of each TPA's model portfolio that WCAP recommends for the client's account. This may be in the form of a fact sheet or program brochure from the TPA which will disclose the investment strategy, services offered, fee schedules and account minimums. The client will also be provided with a copy of the Form ADV Part 2 or equivalent disclosure brochure for each recommended TPA.

RETIREMENT PLAN ADVISORY SERVICES

The Advisor provides 3(21) retirement plan advisory services on behalf of the retirement plans (each a "Plan") and the company (the "Plan Sponsor"). 3(21) Services may be offered through Wealthcare Advisory Partners LLC d/b/a Wealthcare Retirement Partners or under any other business name of WCAP.

The Advisor's retirement plan advisory services are designed to assist the Plan Sponsor in meeting its fiduciary obligations to the Plan. Each engagement is customized to the needs of the Plan and Plan Sponsor. Services generally include:

- Vendor Analysis
- Employee Enrollment and Education Tracking
- Investment Policy Statement ("IPS") Support
- Investment Management
- Performance Reports
- Ongoing Investment Recommendation and Assistance
- ERISA 404(c) Assistance
- Benchmarking Services

Certain of these services are provided by WCAP serving in the capacity as a fiduciary under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). In accordance with ERISA Section

408(b)(2), the Plan Sponsor is provided with a written description of WCAP's fiduciary status, the specific services to be rendered and all direct and indirect compensation the Advisor reasonably expects under the engagement.

WRAP FEE AND OTHER SIMILAR PROGRAMS

For some Clients, WCAP may include the securities transaction fees together with investment advisory fees to provide the Client with a single, bundled fee structure. This combination of fees is typically referred to as a "Wrap Fee Program". WCAP customizes its investment management services for Clients. This Wrap Fee Program Brochure is included as Appendix 1 to this Disclosure Brochure solely to discuss the fees and potential conflicts associated with a bundled fee. Depending on the level of trading required for the Client's account[s] in a particular year, the Client may pay more or less in total fees than if the Client paid its own transaction fees. Please see Appendix 1, which is always included with this Disclosure Brochure.

Additionally, WCAP may recommend the investment strategies of various Third Party Advisors ("TPAs") to its clients. The TPA selected may offer a model portfolio that is available as part of a wrap fee program. The wrap fee agreement is inclusive of the model manager's fee and the custodial fees. If a wrap fee program is selected for a client's account, the Wrap Fee Brochure for the TPA's program will be presented to the client. The Wrap Fee Brochure will describe the investment strategy as well as the fees and services performed by the Program Manager.

In some instances, WCAP IARs have client relationships which are held at wrap fee sponsors, such as Lockwood, in which a TPA is managing the client assets. Those relationships generally predate the IAR's affiliation with WCAP and remain as is, if it is deemed to be in the client's best interests.

ASSETS UNDER MANAGEMENT

As of September 30, 2017, WCAP discretionary assets are \$ 509,969,882.97. As of September 30, 2017, WCAP's non-discretionary assets are \$ 78,083,065.07.

Item 5 – Fees and Compensation

INVESTMENT MANAGEMENT SERVICES

For investment management services, WCAP's investment management fee, which may include financial planning, is based upon an annual percentage of assets under management that will not exceed 2.00% per annum. Currently WCAP's published maximum investment advisory fee is 1.85%, including Firm and Financial Advisor fees.

The specific manner in which fees are charged and how much is charged by WCAP is established in a client's written agreement with WCAP. Investment management fees are typically billed quarterly in advance and are usually debited by the custodian from a client's custodial account and remitted by the custodian to WCAP.

Investment management fees may be prorated for capital contributions or withdrawals made into a managed account following the initial establishment of a managed account during the applicable quarter. Upon termination of any account, any prepaid, unearned fees will be refunded, and any earned, unpaid fees will be due and payable.

All advisory fees are subject to negotiation. WCAP may offer discounted rates to its employees and their families as well as to institutional and very high net worth clients with substantial account balances.

FINANCIAL PLANNING SERVICES

For financial planning services (without on-going investment management services) offered by its Advisors, WCAP may assess a planning fee that is based on either a flat fee for service or at an hourly rate. The fee will vary based upon the complexity of the client's finances and circumstances. Hourly rates can range from \$150 to \$400 per hour based upon the experience and skill set of the Planner. All fees are negotiable. At most client asset thresholds, such a planning fee will be separate from the investment advisory fee. Often, IARs will offer a combined service for clients with significant assets in which planning is included as a component of the investment advisory services provided. In those cases, the planning component is included as a single fee. IARs set different minimum thresholds in assets required to access this service, and in each case the fees are clearly set forth in the contract with the client.

The client will provide written authorization permitting the fees to be paid directly from client accounts held by the qualified custodian. Further, the qualified custodian agrees to deliver an account statement at least quarterly directly to the client indicating all the amounts deducted from the account including all advisory fees and custodial fees. Clients are encouraged to review their account statements for accuracy. WCAP will receive a duplicate copy of the custodian's statement that is delivered to clients.

RETIREMENT PLAN ADVISORY SERVICES

Fees for pension/retirement plan advisory services are charged an annual asset-based fee of up to 1.25%. Fees may be negotiable depending on the size and complexity of the Plan.

WCAP is generally compensated for its services at the beginning of the quarter, before advisory services are rendered. Fees may be directly invoiced to the Plan Sponsor or deducted from the assets of the Plan, depending on the terms of the retirement plan advisory agreement.

Either party may request to terminate their services with WCAP in whole or in part, by providing advance written notice to the other party. The Advisor will refund any unearned, prepaid investment advisory fees from the effective date of termination to the end of the quarter. The Client's retirement plan services agreement with the Advisor is non-transferable without the Client's written approval.

OTHER FEES AND EXPENSES

Clients may incur certain fees or charges imposed by third parties in connection with investments made on behalf of the Client's account[s]. WCAP may include securities transactions costs as part of its overall investment advisory fee through the WCAP Wrap Fee Program. Securities transaction fees for Client-directed trades may be charged back to the Client. Please see Item 4 above as well as Appendix 1 – Wrap Fee Program Brochure.

In addition, all fees paid to WCAP for investment advisory services or part of the WCAP Wrap Fee Program are separate and distinct from the expenses charged by mutual funds and exchange-traded funds to their shareholders, if applicable. These fees and expenses are described in each fund's prospectus. These fees and expenses will generally be used to pay management fees for the funds, other fund expenses, account administration (e.g., custody, brokerage and account reporting), and a possible distribution fee. A Client could invest in these products directly, without the services of WCAP, but would not receive the services provided by WCAP which are designed, among other things, to assist the Client in determining which products or services are most appropriate for each Client's financial situation and objectives. Accordingly, the Client should review both the fees charged by the fund[s] and the fees charged by WCAP to fully understand the total fees to be paid. Please refer to Item 12 – Brokerage Practices for additional information.

COMPENSATION FOR SALE OF SECURITIES

Certain Advisory Persons of WCAP are also registered representatives of LPL Financial LLC ("LPL Financial"), a securities broker-dealer, and a member of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corporation ("SIPC"). In one's separate capacity as a registered representative of LPL Financial, an Advisory Person may implement securities transactions under LPL Financial and not through WCAP. In such instances, an Advisory Person will receive commission-based compensation in connection with the purchase and sale of securities, including 12b-1 fees for the sale of investment company products. Compensation earned by an Advisory Person in one's capacity as a registered representative is separate and in addition to WCAP's advisory fees. This practice presents a conflict of interest because Advisory Persons who are registered representatives have an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on the Client. WCAP mitigates this conflict in two ways. First, Clients always have the right to choose whether or not to purchase securities products through one of our Advisory Persons. Second, WCAP will not charge an ongoing investment advisory fee on any assets implemented in the separate capacity of one of our Advisory Persons. Please see Item 10.

Additionally, certain Advisory Persons are also licensed as independent insurance professionals. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to Clients. Insurance commissions earned by these persons are separate and in addition to our advisory fees. This practice presents a conflict of interest because Advisory Persons who are also insurance agents may have an incentive to recommend insurance products to Clients for the purpose of generating commissions rather than solely based on a Client's needs. However, to mitigate this conflict, Clients always have the right to choose whether or not to purchase insurance products through any person affiliated with WCAP.

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

WCAP will not charge performance-based fees where an advisor's fee would be based on a share of capital gains or capital appreciation of the client assets. As such, there are no conflicts of interest to disclose at this time.

Item 7 – Types of Clients

As described in Item 4, WCAP may offer financial planning and investment advisory services for individuals, high net worth individuals, trusts, endowments, small businesses and defined contribution benefit plans. Our typical clients are those who are experienced and comfortable with saving and investing for their retirement and their family's future, board members and/or trustees acting on behalf of the trust for an organization they represent, and employers/business owners looking for an advisory group to assist them in making prudent investment decisions.

Although WCAP has no minimum account size requirement, some of the TPAs' portfolios and some IARs may have a minimum account balance requirement.

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

FINANCIAL PLANNING

Those clients who receive WCAP's financial planning services can expect *The Wealthcare* Process to function as follows: it includes the use of simulation analysis of uncertain capital markets to help clients evaluate the funded status of a client's *Wealthcare Plan* in measurable confidence terms. A client's Comfort Status, or confidence level is reflected by the percentage of simulations with successful outcomes, that is outcomes the meet or exceed the client's selected set of goals.

The *Wealthcare Plan* analysis is not a projection of future portfolio values because future returns are uncertain. But, it is an analysis of the amount of financial assets a client needs to hold, at any point in time,

to be statistically comfortable of reaching a given set of financial and personal goals. The most integral part of the *Wealthcare Process*, WCAP IARs are trained to be skilled at discussing with Clients their goals, needs and wants, and in determining in communications with the Clients that Goals, needs and wants are being met and have not changed.

The unpredictability of future investment returns for a client's target allocation determines the level of portfolio values a client needs at a given age, and given their lifetime financial plan, that define a range between over- and under-funded statuses. This range is what we call the Comfort Zone®. WCAP's ongoing advice is used to help direct changes in portfolio risk and a specific client goal package to stay within the Comfort Zone® throughout their lifetime. **However, we cannot and do not guarantee to any client that all possible goals at all aspirational spending levels can be achieved.**

The Wealthcare Process planning software provides the following three methods of analysis when formulating and monitoring a client's funded status:

Monte Carlo Simulation – This simulation method tests an investor's financial strategies against random scenarios of investment returns an investor might encounter during their lifetime based on *The Wealthcare Process's* capital market assumption for each target portfolio. This is the most commonly used method of analysis for most clients.

Historical Audit – This simulation method tests an investor's financial strategies against sequential historical returns using rolling historical monthly return periods since 1926, the number of which may vary based on the number of years in a plan.

WEALTHSIMULATOR® - This simulation method tests an investor's financial strategies against actual historical monthly returns since 1926 that have been placed in random order (U.S. patent 7,562,040).

INVESTMENT SELECTION AND SELECTION OF THIRD PARTY ADVISORS

WCAP will rely on certain investment advisory services of WCM in regards to the due diligence and selection of the TPAs as well as the review and approval of any discretionary investment strategy created for a client. When considering a TPA and the investment strategies offered, WCM will review an adviser's ownership, regulatory profile, assets, people, investment process, returns, risk characteristics and behavior, historical ability to produce skill- based alpha, and cost- effectiveness.

All TPAs are considered sub-advisors or co-advisors to WCAP clients. All TPAs to which WCAP refers clients will be licensed as investment advisers by their state regulator or the U.S. Securities and Exchange Commission. The portfolios offered may have account minimum requirements that will vary from adviser to adviser and from model to model. WCAP clients will be provided with a complete description of each TPAs model portfolio that WCAP recommends for the client's account.

IARs who meet certain minimum experience and expertise criteria may be authorized to manage client portfolios themselves. In those instances, WCAP will evaluate periodically the investment methodology of the IAR managing portfolios.

The process of formulating investment advice for individuals, high net worth individuals, trusts, endowments and small businesses will typically include these steps. WCAP will:

1. Perform an in depth review of a client's financial circumstances. This may include a review of existing client accounts, pension accounts, rental income, revenue stream, and other income and expenses.

2. Create an investment strategy, as stated in client's investment objectives and identified on their investment questionnaire or Wealthcare Plan, if applicable. If Planning services are selected, IAR will assist the client in determining the range of Ideal and Acceptable goals, including investment objective, and provide an ongoing review of client goals. Client goals may also include, but are not limited to goals for retirement spending, retirement age, college savings plans, and legacy donations.
3. Assist the client in determining how their risk allocation impacts the goals, if applicable;
4. Make a recommendation for appropriate risk allocation, asset class selection, active/passive mix and tax management approach to create an action plan that includes a specific strategy matched to the client's Wealthcare Plan, if applicable, or stated investment objectives. If planning services are selected the recommendation may also include savings and spending plans.
5. Implement an action plan for adopting the recommended investment strategy;
6. Strive to enhance the tax-efficiency of the investment strategy across the client's taxable, tax-deferred, and tax-exempt accounts, if requested by the Client, through the use of more tax-effective investment strategies in taxable accounts, the management of gains and losses within the context of the overarching investment strategy, and through an implementation approach aimed at being more tax-efficient regarding the client asset allocation across client accounts based on the tax-type of each account, a process we identify as *Active Tax Location Management*. It is designed to reduce the tax impact on household portfolio performance and improve the client's active tax household wealth over time. When *Active Tax Location Services*, are selected by the client, the more tax-efficient assets are emphasized in taxable accounts and the more tax-inefficient assets are emphasized in tax-deferred accounts, and the higher growth assets are emphasized in tax-exempt accounts.
7. Perform ongoing monitoring of the plan, if applicable, the investment strategy, and portfolio, adjusting the plan and investment strategy with consultation with the client when appropriate, and rebalancing the portfolio to keep client's accounts on target.

The key premise of *The Wealthcare Process* is defining the individual goals and needs of each client. Client investment account(s) can be customized as our clients require. Clients may impose investment restrictions on their accounts by providing WCAP with written or otherwise documented instructions. Although WCAP generally has trading discretion over clients' accounts, every client has the right to direct their own account(s), if they so desire.

WCAP generally employs a disciplined investment strategy for its Clients that is long-term in nature and consistent with a Client's investment preferences, objectives, risk tolerances, or *Wealthcare Plan, if applicable*. WCAP may hold all or a portion of a security or strategy for more than a year, but may hold for shorter periods for the purpose of rebalancing a portfolio, tax considerations, meeting the cash needs of Clients, or due to changes in the relative value or risk characteristics of the position.

RISK OF LOSS

Based upon WCAP's analysis of the client's financial situation, WCAP recommends an appropriate investment strategy for the client's accounts, however all investment strategies have a risk of loss. Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. While risk can be, and by common industry practice often is, measured by the degree of unpredictability of a given portfolio's return in any given period, it also includes the possibility of losing some or all of an original investment. Even the most conservative investment strategy is subject to risk. WEALTHCARE cannot guarantee a client will—in all circumstances of changing personal financial goals and market conditions—be able to remain in a client's "Comfort Zone®", as that term is described in this disclosure document.

All investment programs carry the risk of loss and there is no guarantee that any recommended investment strategy will meet its objectives.

All investment strategies inherently expose our clients to various types and varying degrees of risk. Below, we discuss those risks in greater detail.

- **Political Risks.** Most investments have a global component, even domestic stocks. Political events anywhere in the world may have unforeseen consequences to markets around the world.
- **General Market Risks.** Markets can, as a whole, go up or down on various news releases or for no understandable reason at all. This sometimes means that the price of specific securities could go up or down without real reason, and may take some time to recover any lost value. Adding additional securities does not help to minimize this risk since all securities may be affected by market fluctuations.
- **Currency Risk.** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Derivatives Risk.** Investments in futures and options are considered "derivative" investments. A small investment in derivatives could have a potentially large impact on performance. The use of derivatives involves risks different from or possibly greater than the risks associated with investing directly in the underlying assets. Derivatives can be highly volatile, illiquid and difficult to value. There is the risk that the hedging technique will fail if changes in the value of a derivative held do not correlate with the portfolio securities being hedged.
- **Regulatory Risk.** Changes in laws and regulations from any government can change the value of a given company and its accompanying securities. Certain industries are more susceptible to government regulation. Changes in zoning, tax structure or laws impact the return on these investments.
- **Risks Related to Investment Term.** If a client requires a liquidation of their portfolio during a period in which the price of the security is low, the client may not realize as much value as they might have had the investment had the opportunity to regain its value, as investments frequently do, or had it been able to be reinvested in another security.
- **Purchasing Power Risk.** Purchasing power risk is the risk that an investment's value will decline as the price of goods rises (inflation). The investment's value itself does not decline, but its relative value does. Inflation can happen for a variety of complex reasons, including a growing economy and a rising money supply.
- **Business Risk.** Many investments, including many Index Funds and Target-Date Funds, contain interests in operating businesses. Business risks are risks associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They likely carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk.** Liquidity is the ability to readily convert an investment into cash. For example, Treasury Bills are highly liquid, while real estate properties are not. Some securities are highly liquid while others are highly illiquid. Illiquid investments carry more risk because it can be difficult to sell them.

- **Financial Risk.** Many investments, including many Index Funds and Target-Date Funds, contain interests in operating businesses. Excessive borrowing to finance a business' operations decreases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

- **Default Risk.** This risk pertains to the ability of a company to service their debt. Ratings provided by several rating services help to identify those companies with more risk. Obligations of the U.S. government are said to be free of default risk. While the principal and accumulated interest of the Prudential Guaranteed Income Fund, expected to be offered by the Plan, are guaranteed by the Prudential Retirement Insurance and Annuity Company, it is nevertheless subject to default risk.

Item 9 – Disciplinary Information

WCAP does not have any legal, financial or other material “disciplinary” item to report. WCAP is obligated to disclose any disciplinary event that would be material to a client or perspective client when evaluating to initiate a Client/Adviser relationship, or to continue a Client /Adviser relationship with WCAP. This statement applies to WCAP and all employees and independent contractors registered with WCAP.

Item 10 - Other Financial Industry Activities and Affiliations

BROKER-DEALER AFFILIATION

As mentioned in Item 5.E above, certain Advisory Persons are also a registered representative of LPL Financial. In their separate capacity as registered representatives, Advisory Persons will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Advisory Persons. Neither the Advisor nor Advisory Persons will earn ongoing investment advisory fees in connection with any services implemented in an Advisory Person's separate capacity as a registered representative.

INSURANCE AGENCY AFFILIATION

Certain Advisory Persons are also licensed insurance professionals. Implementations of insurance recommendations are separate and apart from one's role with WCAP. As an insurance professional, the Advisory Persons may receive customary commissions and other related revenues from the various insurance companies whose products are sold. Advisory Persons are not required to offer the products of any particular insurance company. Commissions generated by insurance sales do not offset regular advisory fees. This may cause a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Advisory Persons or the Advisor.

WEALTHCARE CAPITAL MANAGEMENT LLC (“WCM”)

WCM is a Related Adviser of WCAP, as that term is defined by the Advisors Act, due to the fact that both entities are under common control. However, WCAP's selection of an advisory affiliate for the provision of investment advisory services may be considered to pose a conflict of interest for WCAP. WCAP may outsource financial planning, investment advisory and certain portfolio management services to WCM where WCAP IARs are not individually managing the accounts. In addition, WCM also has an Agreement to perform certain corporate and administrative functions for WCAP. Although it is believed that this will be a cost effective and operationally efficient option for WCAP and its clients, there is a possibility that there may be a better arrangement with another outside entity, which is unexplored at this time.

OTHER PROVIDERS

WCAP also maintains professional business relationships with various legal, accounting, record-keeping firms, third-party administrators (TPAs) and other investment advisory and consulting firms, both locally and around the country. These informal relationships are created to share industry information and insight. WCAP does not receive any compensation or shared revenue with any of these entities; therefore these relationships hold no conflict of interest for our clients.

THIRD-PARTY INVESTMENT ADVISERS

WCAP may offer clients a specific third party investment management program made available directly to WCAP for our clients. These third party managers are referred to as “separate account managers”. WCAP receives no direct or indirect compensation from the third party managers or sub-advisors for these arrangements.

SOLICITATION ARRANGEMENTS

WCAP IARs may have relationships with outside parties who receive a portion of the fee from the IAR for referring clients to WCAP. These solicitation arrangements, if engaged in, are fully compliant with the Cash Solicitation Rules of the Securities and Exchange Commission and any client referred to WCAP under such an arrangement will receive a full disclosure of the arrangement along with the account opening paperwork.

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

The employees of WCAP have committed to a Code of Ethics that establishes a high standard of integrity and professional ethics in conducting business with the firm, its clients and its business vendors and partners. All WCAP associates are required to review and sign a formal Code of Ethics adopted to comply with Rule 204(A)-1.

WCAP's Code of Ethics provides for (1) a high ethical standard of conduct; 2) compliance with all federal securities laws; and (3) policies and procedures for the reporting of certain personal securities transactions on a quarterly basis as well as upon hire and annually for all WCAP's professionals and employees. The Chief Compliance Officer of WCAP reviews on a test basis employee trades periodically. The Chief Compliance Officer's trades are reviewed by the Chief Executive Officer of WCAP or a designee. These reviews help ensure that the personal trading of employees complies with WCAP's Code of Ethics.

WCAP allows our Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. WCAP does not act as principal in any transactions. In addition, the Advisor does not act as the general partner of a fund, or advise an investment company. It is generally WCAP's policy that WCAP and its supervised persons do not have a material interest, based on the total market capitalization, in any securities traded in Client accounts. It should be noted that some employees or representatives of WCAP are considered clients of the Firm or of Wealthcare Capital Management and will have the ability to participate in many of the same model portfolios that are available to clients. We do not feel this presents a conflict of interest because the minimal exposure that WCAP's overall ownership of these securities (through client and employee accounts) would not have a significant impact on their pricing given the large capitalization and market liquidity of the securities recommended.

A copy of WCAP's Code of Ethics is available to WCAP's advisory clients upon written request to Compliance Staff at WCAP's principal office address or by email request to the WCAP Chief Compliance Officer at mark@bredin.com.

Item 12 - Brokerage Practices

WCAP may request that clients establish an account with LPL Financial to maintain custody of clients' assets and to effect trades for their accounts. LPL Financial provides brokerage and custodial services to independent investment advisory firms, including WCAP. For WCAP's accounts custodied at LPL Financial, LPL Financial generally is compensated by clients through commissions, trails, or other transaction-based fees for trades that are executed through LPL Financial or that settle into LPL Financial accounts. For IRA accounts, LPL Financial generally charges account maintenance fees. In addition, LPL Financial also charges clients miscellaneous fees and charges, such as account transfer fees. If used as custodian, LPL Financial charges WCAP an asset-based administration fee for administrative services provided by LPL Financial. Such administration fees are not directly borne by clients, but may be taken into account when WCAP negotiates its advisory fee with clients.

While LPL Financial does not participate in, or influence the formulation of, the investment advice WCAP provides some, but not all supervised persons of WCAP are also registered as a Broker with LPL, and as such are restricted by certain FINRA rules and policies from maintaining client accounts at another custodian or executing client transactions in such client accounts through any broker-dealer or custodian that is not approved by LPL Financial. As a result, the use of other trading platforms by a WCAP Advisor who is also registered with LPL must be approved not only by WCAP, but also by LPL Financial.

It is worth noting that not all WCAP Advisors are registered as brokers. Many WCAP Advisors only practice investment advisory business and are not brokers. For those Advisors, this section does not apply. Clients should consult their Advisor if they wish to know whether the Advisor is also an LPL broker or not. It is also worth noting that those WCAP Advisors who are not also LPL brokers may use any of WCAP's approved custodians.

Clients should also be aware that for accounts where LPL Financial serves as the custodian, WCAP is limited to offering services and investment vehicles that are approved by LPL Financial, and may be prohibited from offering services and investment vehicles that may be available through other broker-dealers and custodians, some of which may be more suitable for a client's portfolio than the services and investment vehicles offered through LPL Financial.

Clients should also understand that not all investment advisers request that clients custody their accounts and trade through specific broker-dealers.

Clients should also understand that LPL Financial is responsible under FINRA rules for supervising certain business activities of WCAP and its Dually Registered Persons that are conducted through broker-dealers and custodians other than LPL Financial. LPL Financial charges a fee for its oversight of activities conducted through these other broker-dealers and custodians. This arrangement presents a conflict of interest because WCAP has a financial incentive to recommend that you maintain your account with LPL Financial rather than with another broker-dealer or custodian to avoid incurring the oversight fee.

WCAP will recommend broker-dealers and custodians to clients of the firm in need of these services. WCAP will normally only recommend those custodians where WCAP has a business relationship that enables WCAP efficient and cost-effective access to brokerage services to facilitate WCAP's discretionary portfolio management services. No client is obligated to use any recommended custodian. In circumstances where a client wants to remain with their current custodian who is not a preferred custodian of WCAP, we will provide advisory services to such a client. No advisory fee surcharge for any operational inconvenience to WCAP is made. Client accounts that don't accept e-delivery of statements and confirmations may be subject to higher fees for trades by some custodians. Some custodians charge additional fees for trades of 3,000 shares or more.

RESEARCH AND OTHER SOFT DOLLAR BENEFITS

WCAP's advisory business does not have any formal or informal arrangements or commitments to obtain any research or research related products or services on a soft-dollar basis. However, due to the institutional relationships we have with our preferred custodians, we do receive services that assist WCAP in managing and administering clients' accounts. These services may include software and other technology that (i) provide access to client data; (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its client accounts; and (v) assist Portfolio Operations with back-office functions, record-keeping and client reporting. Additionally, preferred custodians may provide third party research, publications, access to educational conferences, roundtables and webinars or practice management resources. WCAP does not typically utilize these services other than practice management or compliance related publications or seminars.

For the brokerage clients of WCAP IARs, LPL Financial makes available to WCAP various products and services designed to assist WCAP in managing and administering client accounts. Many of these products and services may be used to service all or a substantial number of WCAP's accounts, including accounts not held with LPL Financial. These include software and other technology that provide access to client account data (such as trade confirmation and account statements); facilitate trade execution (and aggregation and allocation of trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of WCAP's fees from its clients' accounts; and assist with back-office functions; recordkeeping and client reporting.

LPL Financial also makes available to WCAP other services intended to help WCAP manage and further develop its business. Some of these services assist WCAP to better monitor and service program accounts maintained at LPL Financial, however, many of these services benefit only WCAP, for example, services that assist WCAP in growing its business. These support services and/or products may be provided without cost, at a discount, and/or at a negotiated rate, and include practice management-related publications; consulting services; attendance at conferences and seminars, meetings, and other educational and/or social events; marketing support; and other products and services used by WCAP in furtherance of the operation and development of its investment advisory business.

Where such services are provided by a third party vendor, LPL Financial will either make a payment to WCAP to cover the cost of such services, reimburse WCAP for the cost associated with the services, or pay the third party vendor directly on behalf of WCAP.

The products and services described above are provided to WCAP as part of its overall relationship with LPL Financial. While as a fiduciary WCAP endeavors to act in its clients' best interests, the receipt of these benefits creates a conflict of interest because WCAP's request that clients custody their assets at LPL Financial is based in part on the benefit to WCAP of the availability of the foregoing products and services and not solely on the nature, cost or quality of custody or brokerage services provided by LPL Financial. WCAP's receipt of some of these benefits may be based on the amount of advisory assets custodied on the LPL Financial platform.

NOTE: THE FOLLOWING SECTION ONLY APPLIES TO THOSE WCAP ADVISORS WHO ARE ALSO LICENSED AS BROKERS WITH LPL

TRANSITION ASSISTANCE BENEFITS

LPL Financial may provide various benefits and payments to Dually Registered Persons that are new to the LPL Financial platform to assist the representative with the cost (including foregone revenues during

account transition) associated with transitioning his or her business to the LPL Financial platform (collectively referred to as “Transition Assistance”). The proceeds of such Transition Assistance payments are intended to be used for a variety of purposes, including but not necessarily limited to, providing working capital to assist in funding the Dually Registered Person’s business, satisfying any outstanding debt owed to the Dually Registered Person’s prior firm, offsetting account transfer fees (ACATs) payable to prior custodian as a result of the Dually Registered Person’s clients transitioning to LPL Financial’s custodial platform, technology set-up fees, marketing and mailing costs, stationary and licensure transfer fees, moving expenses, office space expenses, staffing support and termination fees associated with moving accounts.

The amount of the Transition Assistance payments are often significant in relation to the overall revenue earned or compensation received by the Dually Registered Person at his/her prior firm. Such payments are generally based on the size of the Dually Registered Person’s business established at his/her prior firm and/or assets under custody on the LPL Financial platform. Please refer to the relevant Part 2B brochure supplement for more information about the specific Transition Payments your representative receives.

Transition Assistance payments and other benefits are provided to associated persons of WCAP who are also licensed as brokers with LPL, in their capacity as registered representatives of LPL Financial. However, the receipt of Transition Assistance by such Dually Registered Persons creates conflicts of interest relating to WCAP’s advisory business because it creates a financial incentive for WCAP’s representatives to recommend that its clients maintain their accounts with LPL Financial. In certain instances, the receipt of such benefits is dependent on a Dually Registered Person maintaining its clients’ assets with LPL Financial and therefore WCAP has an incentive to recommend that clients maintain their account with LPL Financial in order to generate such benefits.

WCAP attempts to mitigate these conflicts of interest by evaluating and recommending that clients use LPL Financial’s services based on the benefits that such services provide to our clients, rather than the Transition Assistance earned by any particular Dually Registered Person. WCAP considers LPL Financial’s best execution when recommending or requiring that clients maintain accounts with LPL Financial. However, clients should be aware of this conflict and take it into consideration in making a decision whether to custody their assets in a brokerage account at LPL Financial.

BROKERAGE FOR CLIENT REFERRALS

Generally speaking, WCAP does not receive client referrals from its custodians. However, should we ever receive such a referral, WCAP would not necessarily recommend that a client leave or remain with a certain custodian.

CLIENT DIRECTED BROKERAGE

If a client directs WCAP to trade the account’s transactions at a particular broker with whom WCAP does not have a business relationship, this may result in greater transaction expenses for the account than for other accounts WCAP manages. The directed accounts may charge higher commissions and/or receive less favorable trade execution than the non-directed accounts. The non-directed accounts may benefit from any negotiated commissions and some operational client account support services WCAP has arranged for its clients through its preferred custodial relationships. Preferred custodians may discount or waive fees for clients of WCAP that it might otherwise charge to retail clients for the same services. In addition, under these circumstances a disparity in commission charges may exist between the commissions charged to clients who direct the Advisor to use a particular broker/dealer or custodian and other clients who do not direct the Advisor to use a particular broker/dealer or custodian.

All advisory clients of WCAP should understand that any broker-dealer/custodian recommendations made by WCAP could be a perceived conflict of interest as WCAP anticipates continual operational relationships with the broker-dealers/custodians that we recommend. WCAP does limited due diligence reviews of these firms, all of which are well established nationally recognized broker dealer custodians; WCAP only recommends them as a convenience to our clients.

If the WCAP brokerage client directs that trades be executed through another Broker-Dealer, the client is responsible for negotiating the terms and conditions (including, but not limited to, commission rates) relating to all services to be provided by that Broker- Dealer. In this situation, WCAP will assume no responsibility for obtaining “best execution” for the trades.

TRADE AGGREGATION

Transactions for each client account generally will be executed independently unless the Firm decides to purchase or sell the same securities for several clients at approximately the same time. WCAP may, but is not obligated to, combine or “batch” such orders in an effort to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among its clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and transaction costs and will be allocated among WCAP clients in proportion to the purchase and sale orders placed for each client account at the same time. If WCAP cannot obtain execution of all the combined orders at prices or for transactions costs that it believes are desirable, the Firm will allocate the securities that it does buy or sell as part of the combined orders by following WCAP order allocation procedures.

Item 13 – Review of Accounts

RECONCILIATION OF CLIENT ACCOUNTS

All active WCAP client accounts are reconciled to their most recent month-end custodial statement before the end of the next calendar month by Portfolio Operations, administered by WCM. The Portfolio Operations is supervised by the department head. In most cases, where an electronic reconciliation link has been established between the custodian and the portfolio accounting system, the accounts are reconciled on a daily basis. Whenever valuation information differs between the custodian’s records and our accounting system’s records, the differences are investigated and resolved. Once reconciled, electronic copies (where available) or paper copies of the client’s custodian statement are maintained. In the event there are any differences, an explanation is documented and retained by Portfolio Operations.

FINANCIAL PLAN REVIEW

For clients receiving financial planning services, each client’s IAR will initiate a review and update the Client’s financial plan on at least an annual basis for changes in the Client's financial situation and plan objectives. Additional reviews may be initiated for several reasons including 1) due to changes in a client’s priorities, 2) upon demand by the Client, 3) whenever the Adviser considers a plan update and review is in the Client’s best interest, 4) should there be a material change in circumstances for the Client or 5) should the Client’s Wealthcare Plan fall materially outside its Comfort Zone®.

REGULAR REPORTS

For clients receiving financial planning services, method and frequency of the delivery of status reports vary by advisor or client preference. They may be delivered in person, in physical or virtual client meeting, via regular mail or via secure online or electronic delivery and are delivered at least annually. Status reports typically include information on portfolio holdings, client goals, values, and the funded Comfort Zone® status of the client’s Wealthcare Plan. Each report will contain an offer to the client to request and receive WCAP's most current Form ADV Part 2A which includes the firm’s privacy policy. The Status

Reports are prepared solely for information purposes only and are not an official record of client's accounts.

Clients will receive monthly statements from the custodian for each household account held by the custodian. If the client's account has no activity, the custodian, at a minimum, will provide a quarterly statement. The custodian's statement will include information about the assets held in the account, the current value of each asset as well as reflect the deduction of any fees from the client's account. Clients are encouraged to review their statements for discrepancies.

Item 14 - Client Referrals and Other Compensation

COMPENSATION RECEIVED BY WCAP

WCAP has established institutional relationship with LPL Financial to assist the Advisor in managing Client account[s]. The Advisor receives access to software and related support as part of its relationship with LPL Financial. The software and related systems support may benefit the Advisor, but not its Clients directly. In fulfilling its duties to its Clients, the Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits from a Custodian creates a conflict of interest since these benefits may influence the Advisor's recommendation of the Custodian over one that does not furnish similar software, systems support, or services. Additionally, the Advisor may receive the following benefits from LPL Financial: receipt of duplicate Client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its institutional participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to Client accounts; and access to an electronic communication network for Client order entry and account information.

WCAP Advisors who are also licensed with LPL as a Broker are incited to join and remain affiliated with LPL Financial and to recommend that clients establish accounts with LPL Financial through the provision of Transition Assistance (discussed in Item 12 above). LPL also provides other compensation to WCAP and its Dually Registered Persons, including but not limited to, bonus payments, repayable and forgivable loans, stock awards and other benefits.

The receipt of any such compensation creates a financial incentive for your representative to recommend LPL Financial as custodian for the assets in your advisory account. We encourage you to discuss any such conflicts of interest with your representative before making a decision to custody your assets at LPL Financial.

WCAP may recommend that Client's place their assets with one or more Unaffiliated Manager[s]. WCAP will receive referral compensation from an Unaffiliated Manager[s] for which the Client engages for investment management services.

WCAP and its representatives do not receive any sales awards or prizes as compensation from TPAs that it recommends. The receipt of such gifts would be a violation of WCAP's Code of Ethics.

CLIENT REFERRALS FROM SOLICITORS

WCAP may engage and compensate unaffiliated third party referral sources (a "solicitor") for Client referrals. Clients will not pay a higher fee to WCAP as a result of such payments to a solicitor. The Advisor shall enter into an agreement with the solicitor, which requires that full disclosure of the compensation and other conflicts is provided to the prospective client prior to or at the time of entering into the advisory agreement.

When such an agreement is entered into, it specifies the percentage of the client fees that are to be paid as solicitor's fees and requires the solicitor to provide written disclosure of his arrangement with WCAP, including his or her method of compensation, to the client via a signed disclosure statement. The client's countersignature is required on the disclosure statement prior to WCAP executing any trades. The solicitor process is designed to be fully compliant with the SEC's rules governing Cash Solicitations (Cash Solicitation Rules).

Item 15 - Custody

Client accounts may generally be held at LPL Financial who will maintain custody of the accounts. At the request of the client, accounts may be held with other custodians as well, such as Pershing and TD Ameritrade. WCAP will not maintain custody of client's funds or securities, with the exception of deducting the advisor fee from client(s) accounts as has been authorized by the client in an executed advisory agreement.

Please note that custodians charge fees for their services. Trading fees for accounts not subject to WCAP's Wrap Fee Program, may be on a per-trade basis or may be based on a percentage of assets under management. This may be determined by the securities recommended for a client's portfolio and will be reflected in the custodian's account services agreement signed by the client. As stated previously, a fact sheet or program brochure will be provided to the client for each model portfolio selected for a client's portfolio. WCAP is not affiliated with any third party custodian. WCAP is not responsible for the errors made by the custodian.

Clients will receive monthly statements for each household account held by a custodian. If the client's account has no activity, the custodian will at a minimum provide a quarterly statement. The custodian's statement will include information about the assets held in the account, the current value of each asset as well as reflect the deduction of any fees from the client's account. Clients are encouraged to review their statements for discrepancies. Method of delivery (mail versus secure electronic delivery) is determined by the individual client.

Item 16 - Investment Discretion

WCAP receives discretionary authority from most of its clients at the outset of an advisory relationship to select the types of securities and model portfolios as well as the allocation of those securities in a client's account(s). This is documented normally via a client's execution of the Advisory Agreement between the client and WCAP. Additionally, the custodian may require the client to execute a limited power of attorney ("LPOA") when opening or turning over the custodial account to WCAP's discretionary management. The LPOA will grant WCAP the authority 1) to trade securities on the client's behalf in the account, 2) to authorize the disbursement of WCAP's quarterly investment advisory fee and 3) to authorize WCAP to instruct the custodian to disburse a check or money electronic transfers from the client's custodial account to their address of record or, with additional paperwork signed by the client, to a bank account registered in the client's name.

The client can provide WCAP restrictions as to the degree of discretion the Firm has in trading one or more of the client's investment accounts or specific investment securities. If planning services are included, the client's Wealthcare Plan is used to determine the client's targeted investment allocation which WCAP monitors and generally maintains at the combined household versus individual account level.

Item 17 - Voting Client Securities

As a matter of firm policy and practice, WCAP does not accept any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in accounts. All proxy notices are forwarded directly to the clients by the account

custodians as has been indicated on the client's custodial account application. WCAP's investment advisory and portfolio management agreements specifically transfer proxy voting responsibility to the client.

A complete copy of WCAP's proxy voting policy can be obtained by sending a request to WCAP's Compliance Department at 804-644-4711 or email at compliance@wealthcarecapital.com. If a client has a question regarding a proxy notice that they have received, they should speak with their registered IAR to review the content of the proxy. However, the decision as to how to vote a proxy will remain with the client.

Item 18 - Financial Information

Registered investment advisers are required in this Item to provide certain financial information or disclosures about their financial condition. WCAP has no financial commitment or condition that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

A balance sheet is not required to be provided because WCAP does not serve as a custodian for client funds or securities and does not require prepayment of fees of more than \$1,200 per client six months or more in advance.

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Form ADV Part 2A – Appendix 1 (“Wrap Fee Brochure”)

This Form ADV2A - Appendix 1 (“Wrap Fee Brochure”) provides information about the qualifications and business practices for Wealthcare Advisory Partners LLC (“WCAP” or the “Advisor”) services when offering services pursuant to a wrap program. This Wrap Fee Brochure shall always be accompanied by the WCAP Disclosure Brochure, which provides complete details on the business practices of the Advisor. If you did not receive the complete WCAP Disclosure Brochure or you have any questions about the contents of this Wrap Fee Brochure or the WCAP Disclosure Brochure, please contact us at (804) 644-4711 or by email at compliance@wealthcarecapital.com.

WCAP is a registered investment advisor with the U.S. Securities and Exchange Commission (“SEC”) / located in the Commonwealth of Virginia. The information in this Wrap Fee Brochure has not been approved or verified by the SEC or by any state securities authority. Registration of an investment advisor does not imply any specific level of skill or training. This Wrap Fee Brochure provides information about WCAP to assist you in determining whether to retain the Advisor.

Additional information about WCAP and its advisory persons are available on the SEC’s website at www.adviserinfo.sec.gov by searching for our firm name or by our CRD# 171976.

Date: February 2, 2018

Item 2 – Material Changes

Form ADV 2 - Appendix 1 provides information about a variety of topics relating to an Advisor’s business practices and conflicts of interest. In particular, this Wrap Fee Brochure discusses wrap fee programs offering by the Advisor.

MATERIAL CHANGES

This is the initial filing of the Advisors Wrap Fee Brochure.

FUTURE CHANGES

From time to time, we may amend this Wrap Fee Brochure to reflect changes in our business practices, changes in regulations and routine annual updates as required by the securities regulators. This complete Wrap Fee Brochure (along with the complete WCAP Disclosure Brochure) or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs in the business practices of WCAP.

At any time, you may view this Wrap Fee Brochure and the current Disclosure Brochure on-line at the SEC’s Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching for our firm name or by our CRD# 171976. You may also request a copy of this Disclosure Brochure at any time, by contacting us at (804) 644-4711 or by email at compliance@wealthcarecapital.com.

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Item 4 – Advisory Business

SERVICES

WCAP provides customized investment advisory services for its Clients. This Wrap Fee Program Brochure is provided as a supplement to the WCAP Disclosure Brochure (Form ADV 2A). This Wrap Fee Program Brochure is provided along with the complete Disclosure Brochure to provide full details of the business practices and fees when selecting WCAP as your investment advisor.

If an account is opened with a wrap fee structure, investment advisory fees will be inclusive of normal securities transaction fees as part of the overall investment advisory fee. Securities regulations often refer to this combined fee structure as a “Wrap Fee Program”. The Advisor sponsors the WCAP Wrap Fee Program.

The sole purpose of this Wrap Fee Program Brochure is to provide additional disclosure relating the combination of securities transaction fees into the single “bundled” investment advisory fee. This Wrap Fee Program Brochure references back to the WCAP Disclosure Brochure in which this Wrap Fee Program Brochure serves as an Appendix. Please see Item 4 – Advisory Services of the Disclosure Brochure for details on WCAP’s investment philosophy and related services.

PROGRAM COSTS

Advisory services provided by WCAP are offered in a wrap fee structure whereby normal securities transaction costs are included in the overall investment advisory fee paid to WCAP. As the level of trading in a Client’s account[s] may vary from year to year, the annual cost to the Client may be more or less than engaging for advisory services where the transactions costs are borne separately by the Client. The cost of the Wrap Fee Program varies depending on services to be provided to each Client, however, the Client is not charged more if there is higher trading activity in the Client’s account[s]. A Wrap Fee structure has a potential conflict of interest as the Advisor may have an incentive to limit the number of trades placed in the Client’s account[s]. Please see Item 5 – Fees and Compensation of the Disclosure Brochure for complete details on fees.

FEES

For investment management services, WCAP’s investment advisory fee is based upon an annual percentage of assets under management that will not exceed 2.00% per annum. Currently WCAP’s published maximum investment advisory fee is 1.85%, including Firm and Financial Advisor fees.

The specific manner in which fees are charged and how much is charged by WCAP is established in a client’s written agreement with WCAP. Investment Advisory Fees are typically billed quarterly in advance and are usually debited by the custodian from a client’s custodial account and remitted by the custodian to WCAP.

Investment Advisory Fees may be prorated for capital contributions or withdrawals made into a managed account following the initial establishment of a managed account during the applicable quarter. Upon termination of any account, any prepaid, unearned fees will be refunded, and any earned, unpaid fees will be due and payable.

All advisory fees are subject to negotiation. WCAP may offer discounted rates to its employees and their families as well as to institutional and very high net worth clients with substantial account balances.

As noted above, the Wrap Fee Program includes normal securities trading costs incurred in connection with the discretionary investment management services provided by WCAP. Securities transaction fees for Client-directed trades may be charged back to the Client.

Clients may incur certain fees or charges imposed by third parties in connection with investments made on behalf of the Client's account[s]. Under this Wrap Fee Program, WCAP includes securities transactions costs as part of its overall investment advisory fee.

WCAP will select investments in both mutual funds and ETFs. WCAP selects mutual fund share classes on a fund by fund basis and seeks to eliminate 12b-1 fees where possible. This practice may present a conflict of interest, however, WCAP will seek to use non-retail or institutional classes where these share classes are available. Additionally, WCAP will seek to select the lowest cost share class available that aligns the stated program account minimum and allocation weighting of funds held with the fund's prospectus requirements. Due to specific custodial or mutual fund company constraints, there may be situations where a specific share class is not consistently available. In those cases, clients will be invested in the lowest cost share class that is commonly available.

In addition, all fees paid to WCAP for investment advisory services or part of the Wrap Fee Program are separate and distinct from the expenses charged by mutual funds and exchange-traded funds to their shareholders, if applicable. These fees and expenses are described in each fund's prospectus. These fees and expenses will generally be used to pay management fees for the funds, other fund expenses, account administration (e.g., custody, brokerage and account reporting), and a possible distribution fee. The Client may also incur other costs assessed by the Custodian or other parties for account related activity fees, such as wire transfer fees, fees for trades executed away from the Custodian and other fees. The Advisor does not control nor share in these fees. The Client should review both the fees charged by the fund[s] and the fees charged by WCAP to fully understand the total fees to be paid. Please see Item 5. – Other Fees and Expenses in the Disclosure Brochure (included with this Wrap Fee Program Brochure).

COMPENSATION

WCAP is the sponsor and may be the portfolio manager of this Wrap Fee Program. WCAP receives investment advisory fees paid by Clients for participating in the Wrap Fee Program and pays the Custodian for the costs associated with the normal trading activity in the Client's account[s].

Item 5 – Account Requirements and Types of Clients

WCAP may offer investment advisory services for individuals, high net worth individuals, trusts, endowments, small businesses and defined contribution benefit plans. Our typical clients are those who are experienced and comfortable with saving and investing for their retirement and their family's future, board members and/or trustees acting on behalf of the trust for an organization they represent, and employers/business owners looking for an advisory group to assist them in making prudent investment decisions.

Although WCAP has no minimum account size requirement, some of the TPAs' portfolios and some IARs may have a minimum account balance requirement.

Item 6 – Portfolio Manager Selection and Evaluation

PORTFOLIO MANAGER SELECTION

WCAP serves as sponsor for the services under this Wrap Fee Program. Either WCAP or WCM will serve as portfolio manager of selected accounts within the Wrap Fee Program.

RELATED PERSONS

Either WCAP or WCM personnel will serve as portfolio manager of selected accounts within the Wrap Fee Program.

PERFORMANCE BASED FEES

WCAP does not charge performance-based fees.

SUPERVISED PERSONS

WCAP Advisory Persons may serve as portfolio managers for all accounts, including the services described in this Wrap Fee Brochure. Details of the advisory services provided are included in Item 4 of the Disclosure Brochure.

METHODS OF ANALYSIS

Please see Item 8 of the Disclosure Brochure (included with this Wrap Fee Brochure) for details on the research and analysis methods employed by the Advisor.

RISK OF LOSS

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. WCAP will assist Clients in determining an appropriate strategy based on their tolerance for risk and other factors noted above. However, there is no guarantee that a Client will meet their investment goals.

Each Client engagement will entail a review of the Client's investment goals, financial situation, time horizon, tolerance for risk and other factors to develop an appropriate strategy for managing a Client's account[s]. Client participation in this process, including full and accurate disclosure of requested information, is essential for the analysis of a Client's account[s]. The Advisor shall rely on the financial and other information provided by the Client or their designees without the duty or obligation to validate the accuracy and completeness of the provided information. It is the responsibility of the Client to inform the Advisor of any changes in financial condition, goals or other factors that may affect this analysis.

Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Advisor. Please see Item 8 – Risk of Loss in the Disclosure Brochure for details on investment risks.

PROXY VOTING

WCAP does not accept proxy-voting responsibility for any Client. Clients will receive proxy statements directly from the Custodian. The Advisor will assist in answering questions relating to proxies, however, the Client retains the sole responsibility for proxy decisions and voting.

Item 7 – Client Information Provided to Portfolio Managers

WCAP is the sponsor and may be the portfolio manager for the Program. Additionally, for selected accounts within the program, WCM may serve as portfolio manager. Client information is shared with WCM in both its capacity as portfolio manager of the selected accounts for this Wrap Fee Program and in services as described within Item 4 of the Disclosure Brochure. Please also see the WCAP Privacy Policy (included after this Wrap Fee Program Brochure).

Item 8 – Client Contact with Portfolio Managers

WCAP is a full-service investment management advisory firm. Clients always have direct access to the Portfolio Managers at WCAP.

Item 9 – Additional Information

DISCIPLINARY INFORMATION

WCAP values the trust you place in us. As we advise all Clients, we encourage you to perform the requisite due diligence on any advisor or service provider with whom you partner. Our backgrounds are on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching for our firm name or by our CRD# 171976. Please see Item 9 of the WCAP Disclosure Brochure as well as Item 3 of each Advisory Person's Brochure Supplement (included with this Wrap Fee Program Brochure) for additional information on how to research the background of the Advisor and its Advisory Persons.

OTHER FINANCIAL ACTIVITIES AND AFFILIATIONS

Please see Items 10 and 14 of the Form ADV Part 2A – Disclosure Brochure (included with this Wrap Fee Brochure).

CODE OF ETHICS

WCAP has implemented a Code of Ethics that defines our fiduciary commitment to each Client. This Code of Ethics applies to all persons subject to WCAP's compliance program (our "Supervised Persons"). Complete details on the WCAP Code of Ethics can be found under Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading in the Disclosure Brochure (included with this Wrap Fee Program Brochure).

REVIEW OF ACCOUNTS

Investments in Client accounts are monitored on a regular and continuous basis by Advisory Persons of WCAP under the supervision of the Chief Compliance Officer ("CCO"). Details of the review policies and practices are provided in Item 13 of the Form ADV Part 2A – Disclosure Brochure.

OTHER COMPENSATION

Participation in Institutional Advisor Platform - WCAP has established institutional relationship with LPL Financial to assist the Advisor in managing Client account[s]. The Advisor receives access to software and related support as part of its relationship with LPL Financial. The software and related systems support may benefit the Advisor, but not its Clients directly. In fulfilling its duties to its Clients, the Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits from a Custodian creates a conflict of interest since these benefits may influence the Advisor's recommendation of the Custodian over one that does not furnish similar software, systems support, or services. Additionally, the Advisor may receive the following benefits from LPL Financial: receipt of duplicate Client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its institutional participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to Client accounts; and access to an electronic communication network for Client order entry and account information.

Please see Item 14 – Other Compensation in the Form ADV Part 2A – Disclosure Brochure (included with this Wrap Fee Brochure) for details on additional compensation that may be received by WCAP or its Advisory Persons. Each Advisory Person's Brochure Supplement provides details on any outside business activities and the associated compensation.

CLIENT REFERRALS FROM SOLICITORS

WCAP may engage and compensate unaffiliated third party referral sources (a “solicitor”) for Client referrals. Clients will not pay a higher fee to WCAP as a result of such payments to a solicitor. The Advisor shall enter into an agreement with the solicitor, which requires that full disclosure of the compensation and other conflicts is provided to the prospective client prior to or at the time of entering into the advisory agreement.

FINANCIAL INFORMATION

Registered investment advisers are required in this Item to provide certain financial information or disclosures about their financial condition. WCAP has no financial commitment or condition that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding. WCAP is not required to deliver a balance sheet along with this Disclosure Brochure, as the firm does not collect advance fees of \$1,200 or more for services to be performed six months or more in advance. Please see Item 18 of the Form ADV Part 2A – Disclosure Brochure.

Privacy Policy

(Effective February 2, 2018)

Wealthcare Advisory Partners, LLC and its DBA's or divisions ("WCAP") have adopted policies and procedures to protect our client's non-public personal information.

As your investment adviser, or service provider to your investment adviser, WCAP collects non-public personal information about you from unaffiliated third-party investment custodial applications and other forms submitted to us by you or submitted to us by your financial consultant, custodian or other authorized representatives (such as your accountant or attorney) and through the normal course of business as your investment adviser or as a service provider to your investment adviser.

The types of non-public personal information WCAP collects and shares will depend on the product or services you receive from us. WCAP regards non-public personal information to be data such as your name, address, telephone/fax numbers, e-mail addresses, Social Security number, assets, income, investment objectives, risk tolerance, account numbers, account balances, transaction history, beneficiary information, bank account information and credit card information.

WCAP will not disclose non-public personal information about you to anyone, except:

1. For our everyday business purposes - such as to process your transactions or maintain and monitor your account(s)
2. To affiliated and non-affiliated third parties who assist in administration and/or the ongoing management of your investment account(s) - such as our affiliated Registered Investment Advisors or your brokerage, mutual fund or other investment custodian(s)
3. In connection with a government or self-regulatory organization request or investigation
4. For our marketing purposes – to offer our services to you

WCAP restricts access to your personal and account information to those employees who need to know that information to provide services to you, your financial consultant or other authorized representative. Employees and third party vendors/contractors governed by confidentiality agreements are prohibited from disclosing non-public personal information to any person or entity outside WCAP, during or subsequent to their employment or contractual engagement with WCAP.

Additionally, WCAP maintains physical, electronic and procedural safeguards that meet federal and/or state standards to guard your non-public personal information.

WCAP's privacy policy applies to current, future and past clients. If you decide to close your account(s) or become an inactive client, WCAP will adhere to the privacy policies and practices as described in this notice. If there is a material change in WCAP's privacy policy, you will be notified via written notice.

If you have any questions regarding this privacy policy, please do not hesitate to call your financial consultant or call WCAP's Compliance Department at 804-644-4711, or send an email inquiry to compliance@wealthcarecapital.com.