

Item 1: Cover Page

Noble Wealth Partners LLC

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Form ADV Part 2A – Firm Brochure

720.588.4103

Dated June 8th, 2023

This Brochure provides information about the qualifications and business practices of Noble Wealth Partners LLC “NWP”. If you have any questions about the contents of this Brochure, please contact us at 720.588.4103. 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.

Noble Wealth Partners LLC is registered as an Investment Adviser with the State of Colorado, the State of California, the State of Illinois, and the State of Arizona. Registration of an Investment Adviser does not imply any level of skill or training.

Additional information about NWP is available on the SEC’s website at www.adviserinfo.sec.gov which can be found using the firm’s identification number 298396.

Item 2: Material Changes

The last annual update of this Brochure was filed on March 23, 2023. Since this filing, there have been the following material changes to the document:

- We are changing our fee billing frequency to monthly in arrears. Previously, it was done quarterly in arrears
- We have updated our fee schedule and our minimum annual advisory fee in Item 5

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 in the business practices of NWP.

At any time, you may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at <http://www.adviserinfo.sec.gov> by searching for our firm name or by our CRD number 298396.

You may also request a copy of this Disclosure Brochure at any time, by contacting us at 720.588.4103.

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Item 4: Advisory Business

Description of Advisory Firm

Noble Wealth Partners LLC is registered as an Investment Adviser with the State of Colorado, the State of California, the State of Illinois, and the State of Arizona. We became initially registered in the State of Colorado in September 2018. Jeffrey Brainard and Grant Glenn are equal owners of NWP. As of December 31st, 2022, NWP currently reports \$51,454,448 in discretionary assets under management and no non-discretionary assets under management. NWP also reports \$97,100,340 in assets under advisement.

Types of Advisory Services

Investment Management Services

We are in the business of managing individually tailored investment portfolios. Our firm provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal investment policy or an investment plan with an asset allocation target and create and manage a portfolio based on that policy and allocation target. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. We may also review and discuss a client's prior investment history, as well as family composition and background.

Account supervision is guided by the stated objectives of the client (e.g., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations. When NWP is managing the assets directly, clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry. If applicable, these restrictions would be reflected in the Investment Policy Statement. Fees pertaining to this service are outlined in Item 5 of this brochure.

Client Tailored Services and Client Imposed Restrictions: We offer the same suite of services to all of our clients. However, when we manage the assets directly, the implementation of services and investment recommendations are dependent upon the client Investment Policy Statement which outlines each client's current situation (income, tax levels, and risk tolerance levels) and is used to construct a client specific portfolio that matches restrictions, needs, and targets.

Wrap Program

NWP participates in a Wrap Fee Program. We do not manage assets under the wrap fee program any differently than we would in a non-wrap fee account.

Other Types of Fees and Expenses associated with Investment Management

Our fees are inclusive of brokerage commissions, transaction fees, and other related costs and expenses which may be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, and other third parties such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual fund and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus.

Such charges, fees and commissions are exclusive of and in addition to our fee, and we shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that we consider in selecting or recommending broker-dealers for client's transactions and determining the reasonableness of their compensation (e.g., commissions).

We do not accept compensation for the sale of securities or other investment products including asset-based sales charges or service fees from the sale of mutual funds.

Financial Planning

We provide financial planning services on topics such as retirement planning, risk management, college savings, cash flow, debt management, work benefits, and estate and incapacity planning.

Financial planning is a comprehensive evaluation of a client's current and future financial state by using currently known variables to predict future cash flows, asset values and withdrawal plans. The key defining aspect of financial planning is that through the financial planning process, all questions, information and analysis will be considered as they affect and are affected by the entire financial and life situation of the client. Clients purchasing this service will receive a written or an electronic plan, providing the client with a detailed financial plan designed to achieve his or her stated financial goals and objectives.

In general, the financial plan will address any or all of the following areas of concern. The client and advisor will work together to select the specific areas to cover. These areas may include, but are not limited to, the following:

- **Business Planning:** We provide consulting services for clients who currently operate their own business, are considering starting a business, or are planning for an exit from their current business. Under this type of engagement, we work with you to assess your current situation, identify your objectives, and develop a plan aimed at achieving your goals.
- **Cash Flow and Debt Management:** We will conduct a review of your income and expenses to determine your current surplus or deficit along with advice on prioritizing how any surplus should be used or how to reduce expenses if they exceed your income. Advice may also be provided on which debts to pay off first based on factors such as the interest rate of the debt and any income tax ramifications. We may also recommend what we believe to be an appropriate cash reserve that should be considered for emergencies and other financial goals, along with a review of accounts (such as money market funds) for such reserves, plus strategies to save desired amounts.
- **College Savings:** Includes projecting the amount that will be needed to achieve college or other post-secondary education funding goals, along with advice on ways for you to save the desired amount. Recommendations as to savings strategies are included, and, if needed, we will review your financial picture as it relates to eligibility for financial aid or the best way to contribute to grandchildren (if appropriate).
- **Employee Benefits Optimization:** We will provide review and analysis as to whether you, as an employee, are taking the maximum advantage possible of your employee benefits. If you are a business

owner, we will consider and/or recommend the various benefit programs that can be structured to meet both business and personal retirement goals.

- **Estate Planning:** This usually includes an analysis of your exposure to estate taxes and your current estate plan, which may include whether you have a will, powers of attorney, trusts and other related documents. Our advice also typically includes ways for you to minimize or avoid future estate taxes by implementing appropriate estate planning strategies such as the use of applicable trusts.

We always recommend that you consult with a qualified attorney when you initiate, update, or complete estate planning activities. We may provide you with contact information for attorneys who specialize in estate planning when you wish to hire an attorney for such purposes. From time-to-time, we will participate in meetings or phone calls between you and your attorney with your approval or request.

- **Financial Goals:** We will help clients identify financial goals and develop a plan to reach them. We will identify what you plan to accomplish, what resources you will need to make it happen, how much time you will need to reach the goal, and how much you should budget for your goal.
- **Insurance Planning:** Review of existing policies to ensure proper coverage for life, health, disability, long-term care, liability, home and automobile. A risk management review that includes an analysis of your exposure to major risks that could have a significant adverse impact on your financial picture, such as premature death, disability, property and casualty losses, or the need for long-term care planning. Advice may be provided on ways to minimize such risks and about weighing the costs of purchasing insurance versus the benefits of doing so and, likewise, the potential cost of not purchasing insurance (“self-insuring”).
- **Investment Analysis:** This may involve developing an asset allocation strategy to meet clients’ financial goals and risk tolerance, providing information on investment vehicles and strategies, reviewing employee stock options, as well as assisting you in establishing your own investment account at a selected custodian. The strategies and types of investments we may recommend are further discussed in Item 8 of this brochure.
- **Retirement Planning:** Our retirement planning services typically include projections of your likelihood of achieving your financial goals, typically focusing on financial independence as the primary objective. For situations where projections show less than the desired results, we may make recommendations, including those that may impact the original projections by adjusting certain variables (e.g., working longer, saving more, spending less, taking more risk with investments).

If you are near retirement or already retired, advice may be given on appropriate distribution strategies to minimize the likelihood of running out of money or having to adversely alter spending during your

retirement years.

- **Tax Planning Strategies:** Advice may include ways to minimize current and future income taxes as a part of your overall financial planning picture. For example, we may make recommendations on which type of account(s) or specific investments should be owned based in part on their “tax efficiency,” with consideration that there is always a possibility of future changes to federal, state or local tax laws and rates that may impact your situation.

We recommend that you consult with a qualified tax professional before initiating any tax planning strategy, and we may provide you with contact information for accountants or attorneys who specialize in this area if you wish to hire someone for such purposes. We will participate in meetings or phone calls between you and your tax professional with your approval.

Noble Wealth Partners will not receive commissions from the sale of insurance or real estate, nor will they receive fees or other compensation from the sale of securities or other products, or services recommended in the financial plan or otherwise has a conflict of interest, nor an affiliate or associated person of Noble Wealth Partners. The client is under no obligation to act on the investment adviser's or associated person's recommendation. If the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through the investment adviser or the associated person when such person is employed as an agent with a licensed broker-dealer or is licensed as a broker-dealer or through any associate or affiliate of such person.

Employee Benefit Plan Services

Our firm provides employee benefit plan services to employer plan sponsors on an ongoing basis. Generally, such services consist of assisting employer plan sponsors in establishing, monitoring and reviewing their company's participant-directed retirement plan. As the needs of the plan sponsor dictate, areas of advising could include: investment options, plan structure and participant education.

In providing employee benefit plan services, our firm does not provide any advisory services with respect to the following types of assets: employer securities, real estate (excluding real estate funds and publicly traded REITS), participant loans, non-publicly traded securities or assets, other illiquid investments, or brokerage window programs (collectively, “Excluded Assets”).

Ongoing Financial Planning

This service involves working one-on-one with a planner over an extended period of time. By paying an annual advisory fee (billed monthly), clients get to work with a planner who will work with them to design and implement their plan. The planner will monitor the plan, recommend any changes and ensure the plan is up to date.

Financial planning services require a **minimum annual advisory fee of \$4,500 or a minimum of \$500,000 of investable assets under management.**

If a client desires a comprehensive financial planning engagement, a client will be taken through establishing their goals and values around money. They will be requested to provide information to help review topics outlined above in Item 4 under Types of Advisory Services that align with their situation and interests. Once the client's information is reviewed, their plan will be built and analyzed, and then the findings, analysis and potential changes to their current situation will be reviewed with the client. Clients subscribing to this service will receive a written or an electronic report, providing the client with a detailed financial plan designed to achieve his or her stated financial goals and objectives. If a follow up meeting is required, we will meet at the client's convenience. The plan and the client's financial situation and goals will be monitored throughout the year and follow-up conversations, phone calls, emails, or other forms of messages will be made to the client to check in on the progress. On at least an annual basis there will be a full review of this plan with the client to ensure the plan's accuracy and ongoing appropriateness. Any needed updates will be implemented at that time or shortly thereafter.

Outsourced Personal Tax Return Preparation

We provide outsourced tax preparation services for our clients to assist with the filing of federal and state tax returns for individuals and businesses. We may ask for an explanation or clarification of some items, but we will not audit or otherwise verify client data. The client is responsible for the completeness and accuracy of information used to prepare the returns. Our responsibility is to monitor the preparation of the returns in accordance with applicable tax laws. We will utilize the services of a third-party accounting, bookkeeping, and tax preparation firm to facilitate the preparation and filing of your tax return and we will work with you and the third party in order to gather the necessary information as part of this service.

We may observe opportunities for tax savings that require planning or changes in the way the client handles some transactions. While an engagement for tax return preparation does not include significant tax planning services, we will share any ideas we have with you and discuss terms for any additional work that may be required to implement those ideas.

For clients with more than \$1,000,000 in assets under management with NWP: NWP will pay or reimburse the client for tax preparation fees by a CPA or accountant selected by NWP, up to a maximum of \$1,000. NWP may at their discretion choose to reimburse or pay for accounting services if clients engage an accountant of their choice.

Item 5: Fees and Compensation

Please note the client has the right to terminate the contract without penalty or fees within five (5) business days after entering into the contract. How we are paid depends on the type of advisory service we are performing. Please review the fee and compensation information below.

Investment Management Services Provided by NWP

Our standard portfolio management fee is based on the market value of the assets under management and is calculated as follows:

Account Value	Annual Advisory Fee
\$0 - \$499,999	1.00%
\$500,000 - \$2,499,999	0.75%
\$2,500,000 - \$9,999,999	0.50%
\$10,000,000 and Above	Negotiable

The annual advisory fees are negotiable, are pro-rated, and paid in arrears on a monthly basis based on the account value as of the last business day of the calendar month. No increase in the annual fee shall be effective without agreement from the client by signing a new agreement or amendment to their current advisory agreement.

Advisory fees are directly debited from client accounts, or the client may choose to pay by check. For more information regarding direct deduction of fees from client accounts, please see Item 15 of this Part 2A. Accounts initiated or terminated during a calendar month will be charged a pro-rated fee based on the amount of time remaining in the billing period. An account may be terminated with written notice at least 30 calendar days in advance. Since fees are paid in arrears, no rebate will be needed upon termination of the account. However, any earned but unpaid fees will be due up to the last business day prior to termination.

Lower fees for comparable services may be available from other sources.

Ongoing Financial Planning

Ongoing financial planning services are included for clients paying portfolio management fees on account values greater than \$500,000 per the fee schedule for Investment Management Services.

For clients who do not have \$500,000 of investable assets or are not paying portfolio management fees on account values greater than \$500,000, ongoing financial planning consists of an initial financial plan creation fee and an ongoing, annual advisory fee.

The initial plan creation fee will be billed at a rate of \$1,000-\$2,500, depending on complexity. After the initial plan has been delivered, an ongoing, annual advisory fee will be billed monthly, in arrears, at the rate of \$1,000-\$15,000 annually, depending on complexity and the selection of services provided. The fee may be negotiable in certain cases. **The current minimum annual advisory fee is \$4,500.** Fees for this service may be paid by electronic funds transfer or check. This service may be terminated with 30 days' notice.

The annual advisory fee can be billed as a flat annual fee, or a combination of a flat annual fee and portfolio management fees based on our current portfolio management fee schedule.

The financial plan creation fee will be waived for any clients that choose to work with NWP on an ongoing basis and pay the annual ongoing advisory fee.

Clients selecting this level of service will be offered the opportunity to engage in advising on topics including, but are not limited to, retirement planning, risk management, college savings, cash flow and budgeting, debt management, work benefits, and estate and incapacity planning. Clients will receive ongoing access to a financial advisor who will work with them to design their plan. The financial advisor will monitor the plan, recommend appropriate changes, and ensure the plan is up to date.

Project Based Financial Planning - Hourly Fee

Financial planning fee is an hourly rate between \$250.00 and \$1,000.00 per hour, depending on complexity. The fee may be negotiable in certain cases and is due at the completion of the engagement. In the event of early termination by client, any fees for the hours already worked will be due. Fees for this service may be paid by electronic funds transfer or check. Since fees are paid in arrears, no rebate will be needed upon termination of the account.

Employee Benefit Plan Services

The fee schedule listed below does not include fees to other parties, such as RecordKeepers, Custodians, or Third-Party-Administrators. Fees for this service are either paid directly by the plan sponsor or deducted directly from the plan assets by the Custodian on a quarterly basis in arrears, and NWP’s fee is remitted to NWP.

Account Value	NWP’s Fee
\$0 - \$3,000,000	0.50%
\$3,000,001 - Above	0.25%

Outsourced Personal Tax Return Preparation

The fees for Personal Tax Return Preparation will be determined based on the complexity of the return and quality of recordkeeping. The fees may be negotiable in certain cases, will be agreed upon at the start of the engagement, and are due at the completion of the engagement. Clients are not required to utilize any third-party products or services that we recommend, and they can receive similar services from other professionals at a similar or lower cost.

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

We do not offer performance-based fees and therefore do not engage in side-by-side management.

Item 7: Types of Clients

We provide financial planning and portfolio management services to individuals, high net-worth individuals, charitable organizations, and corporations or other businesses.

We do not have a minimum account size requirement.

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

When clients have us complete an Investment Analysis (described in Item 4 of this brochure) as part of their financial plan, our primary methods of investment analysis are fundamental, valuation, technical, and cyclical.

Fundamental analysis involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience, and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value. The risk of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

Valuation analysis involves analyzing the company's price relative to its intrinsic value. Purchasing assets that are cheap relative to where they should be priced is the foundation of a value-based strategy. A security that is cheap does not necessarily make it a good investment. Many times, a catalyst must occur before an investment's price can adjust to its fundamental value. Risks to this approach involve errors in valuation, the unknown, and circumstances outside of your control.

Technical analysis involves using chart patterns, momentum, volume, and relative strength in an effort to pick sectors that may outperform market indices. However, there is no assurance of accurate forecasts or that trends will develop in the markets we follow. In the past, there have been periods without discernible trends and similar periods will presumably occur in the future. Even where major trends develop, outside factors like government intervention could potentially shorten them.

Furthermore, one limitation of technical analysis is that it requires price movement data, which can translate into price trends sufficient to dictate a market entry or exit decision. In a trendless or erratic market, a technical method may fail to identify trends requiring action. In addition, technical methods may overreact to minor price

movements, establishing positions contrary to overall price trends, which may result in losses. Finally, a technical trading method may underperform other trading methods when fundamental factors dominate price moves within a given market.

Cyclical analysis is a type of technical analysis that involves evaluating recurring price patterns and trends based upon business cycles. Economic/business cycles may not be predictable and may have many fluctuations between long term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

Passive Investment Management Strategy (For Investment Management Services)

We practice passive investment management. Passive investing involves building portfolios that are comprised of various distinct asset classes. The asset classes are weighted in a manner to achieve a desired relationship between correlation, risk and return. Funds that passively capture the returns of the desired asset classes are placed in the portfolio. The funds that are used to build passive portfolios are typically index mutual funds or exchange traded funds.

Passive investment management is characterized by low portfolio expenses (i.e. the funds inside the portfolio have low internal costs), minimal trading costs (due to infrequent trading activity), and relative tax efficiency (because the funds inside the portfolio are tax efficient and turnover inside the portfolio is minimal).

In contrast, active management involves a single manager or managers who employ some method, strategy or technique to construct a portfolio that is intended to generate returns that are greater than the broader market or a designated benchmark. Academic research indicates most active managers underperform the market.

Material Risks Involved

All investing strategies we offer involve risk and may result in a loss of your original investment which you should be prepared to bear. Many of these risks apply equally to stocks, bonds, commodities and any other investment or security. Material risks associated with our investment strategies are listed below.

Market Risk: Market risk involves the possibility that an investment's current market value will fall because of a general market decline, reducing the value of the investment regardless of the operational success of the issuer's operations or its financial condition.

Strategy Risk: The Adviser's investment strategies and/or investment techniques may not work as intended.

Small and Medium Cap Company Risk: Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium cap companies may face a greater risk of business failure, which could increase the volatility of the client's portfolio.

Interest Rate Risk: Bond (fixed income) prices generally fall when interest rates rise, and the value may fall below par value or the principal investment. The opposite is also generally true: bond prices generally rise when interest rates fall. In general, fixed income securities with longer maturities are more sensitive to these price changes. Most other investments are also sensitive to the level and direction of interest rates.

Inflation: Inflation may erode the buying-power of your investment portfolio, even if the dollar value of your investments remains the same.

Risks Associated with Securities

Apart from the general risks outlined above which apply to all types of investments, specific securities may have other risks.

Common stocks may go up and down in price quite dramatically, and in the event of an issuer's bankruptcy or restructuring could lose all value. A slower-growth or recessionary economic environment could have an adverse effect on the price of all stocks.

Fixed Income Securities are debt securities used to borrow money. They include, but are not limited to, Government Bonds, Corporate Bonds, Bank Obligations, and Municipal Bonds.

Government Bonds are debt securities used to borrow money by sovereign governments. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. The market prices of debt securities fluctuate depending on such factors as interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risk. The purchase of United States Treasury Bonds come with the full faith and credit of the United States Treasury Department.

Corporate Bonds are debt securities to borrow money by corporations. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. The market prices of debt securities fluctuate depending on such factors as interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risk.

Bank Obligations including bonds and certificates of deposit may be vulnerable to setbacks or panics in the banking industry. Banks and other financial institutions are greatly affected by interest rates and may be adversely affected by downturns in the U.S. and foreign economies or changes in banking regulations.

Municipal Bonds are debt obligations generally issued to obtain funds for various public purposes, including the construction of public facilities. Municipal bonds pay a lower rate of return than most other types of bonds. However, because of a municipal bond's tax-favored status, investors should compare the relative after-tax return to the after-tax return of other bonds, depending on the investor's tax bracket. Investing in municipal bonds carries the same general risks as investing in bonds in general. Those risks include interest rate risk, reinvestment risk, inflation risk, market risk, call or redemption risk, credit risk, and liquidity and valuation risk.

Options carry many unique risks, including time-sensitivity, and can result in the complete loss of principal. Call options and put options may be speculative in nature and may involve the loss of principal. Selling put options, or "naked puts", involve risks and may involve taking ownership of the security. While covered call writing does provide a partial hedge to the stock against which the call is written, the hedge is limited to the amount of cash flow received when writing the option. When selling covered calls, there is a risk the underlying position may be called away at a price lower than the current market price. Utilizing protective puts can hedge the risk of loss on securities in a portfolio, but there is a risk of losing the premium paid for the option.

Exchange Traded Funds prices may vary significantly from the Net Asset Value due to market conditions. Certain Exchange Traded Funds may not track underlying benchmarks as expected. ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above or below their net asset value; (ii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are delisted from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. The Adviser has no control over the risks taken by the underlying funds in which clients invest.

Mutual Fund Risk. When a client invests in open end or closed end mutual funds, the client indirectly bears its proportionate share of any fees and expenses payable directly by those funds. Therefore, the client will incur higher expenses, many of which may be duplicative. In addition, the client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives).

Item 9: Disciplinary Information

NWP and its management have not been involved in any criminal or civil action, administrative enforcement proceedings, nor have they or any management person been involved in legal or disciplinary events that are material to a client's or prospective client's evaluation of NWP or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

No NWP employee is registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

No NWP employee is registered, or have an application pending to register, as a futures commission merchant, commodity pool operator or a commodity trading advisor.

NWP only receives compensation directly from clients. We do not receive compensation from any outside source. We do not have any conflicts of interest with any outside party.

NWP does not recommend or select other investment advisers for clients.

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

As a fiduciary, our firm and its associates have a duty of utmost good faith to act solely in the best interests of each client. Our clients entrust us with their funds and personal information, which in turn places a high

standard on our conduct and integrity. Our fiduciary duty is a core aspect of our Code of Ethics and represents the expected basis of all of our dealings. The firm also adheres to the Code of Ethics and Professional Responsibility adopted by the CFP® Board of Standards Inc., and accepts the obligation not only to comply with the mandates and requirements of all applicable laws and regulations but also to take responsibility to act in an ethical and professionally responsible manner in all professional services and activities.

Code of Ethics Description and Business Continuity Plan

This code does not attempt to identify all possible conflicts of interest, and literal compliance with each of its specific provisions will not shield associated persons from liability for personal trading or other conduct that violates a fiduciary duty to advisory clients. A summary of the Code of Ethics' Principles is outlined below.

- Integrity - Associated persons shall offer and provide professional services with integrity.
- Objectivity - Associated persons shall be objective in providing professional services to clients.
- Competence - Associated persons shall provide services to clients competently and maintain the necessary knowledge and skill to continue to do so in those areas in which they are engaged.
- Fairness - Associated persons shall perform professional services in a manner that is fair and reasonable to clients, principals, partners, and employers, and shall disclose conflict(s) of interest in providing such services.
- Confidentiality - Associated persons shall not disclose confidential client information without the specific consent of the client unless in response to proper legal process, or as required by law.
- Professionalism - Associated persons' conduct in all matter shall reflect credit of the profession.
- Diligence - Associated persons shall act diligently in providing professional services.

We periodically review and amend our Code of Ethics to ensure that it remains current, and we require all firm access persons to attest to their understanding of and adherence to the Code of Ethics at least annually. Our firm will provide a copy of its Code of Ethics to any client or prospective client upon request.

Noble Wealth Partners maintains and active Business Continuity Plan (BCP) also available by request.

Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

Neither our firm, its associates or any related person is authorized to recommend to a client, or effect a transaction for a client, involving any security in which our firm or a related person has a material financial interest, such as in the capacity as an underwriter, adviser to the issuer, etc.

Noble Wealth Partners will disclose all material conflicts of interest regarding the firm, the investment adviser, all of its representatives, and employees before entering into a client engagement.

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

Our firm and its "related persons" may buy or sell securities similar to, or different from, those we recommend to clients for their accounts. In an effort to reduce or eliminate certain conflicts of interest involving the firm or

personal trading, our policy may require that we restrict or prohibit associates' transactions in specific reportable securities transactions. Any exceptions or trading pre-clearance must be approved by the firm principal in advance of the transaction in an account, and we maintain the required personal securities transaction records per regulation.

Trading Securities At/Around the Same Time as Client's Securities

From time to time, our firm or its "related persons" may buy or sell securities for themselves at or around the same time as clients. This will usually occur when utilizing block trading a security or securities across client accounts and our firm or "related person" is included in the block trade. See below in Item 12 under "Aggregating (Block) Trading for Multiple Client Accounts" for details on our block trading practices.

Item 12: Brokerage Practices

Factors Used to Select Custodians

Noble Wealth Partners LLC does not have any affiliation with custodians. Specific custodian recommendations are made to clients based on their need for such services. We recommend custodians based on the reputation and services provided by the firm.

We receive no referrals from a custodian or third party in exchange for using that custodian or third party.

We require a specific custodian for clients to use in order to participate in portfolio management services. By requiring clients to use a specific custodian, we may, at times, be unable to achieve most favorable execution of client transaction and this may cost clients money over using a lower-cost custodian.

The Custodian and Brokers We Use (TD Ameritrade and InteractiveBrokers)

We currently receive soft dollar benefits by nature of our relationship with TD Ameritrade Institutional, Division of TD Ameritrade, Inc., and InteractiveBrokers - both members FINRA/SIPC. This is a conflict of interest.

NWP participates in TD Ameritrade's institutional customer program and may recommend TD Ameritrade to clients for custody and brokerage services, as well as using InteractiveBrokers. There is no direct link between NWP participation in the two programs and the investment advice it gives to its clients, although NWP receives economic benefits through its participation in the programs that are typically not available to TD Ameritrade retail investors or retail investors using InteractiveBrokers. These benefits 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 NWP 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; and discounts on compliance, marketing, research, technology, and practice management products or services provided to NWP by third party vendors. TD Ameritrade and InteractiveBrokers may also have paid for business consulting and professional services received by NWP related persons. Some of the products and services made available by TD Ameritrade and InteractiveBrokers through the program may benefit NWP but may not benefit its client

accounts. These products or services may assist NWP in managing and administering client accounts, including accounts not maintained at TD Ameritrade or InteractiveBrokers. Other services made available by TD Ameritrade and InteractiveBrokers are intended to help NWP manage and further develop its business enterprise. The benefits received by NWP or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade or InteractiveBrokers. Clients should be aware, however, that the receipt of economic benefits by NWP or its related persons in and of itself creates a conflict of interest and may indirectly influence NWP choice of TD Ameritrade or InteractiveBrokers for custody and brokerage services. NWP acts in the client's best interest and believes these arrangements are in the best interest of the client.

Aggregating (Block) Trading for Multiple Client Accounts When Managing Assets At TD Ameritrade and InteractiveBrokers

Generally, we combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as “block trading”). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion, regarding particular circumstances and market conditions, when we combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment nor will they be permitted to trade in a way that disadvantages the execution of trades for client accounts.

Item 13: Review of Accounts

Client accounts with the Investment Management Service will be reviewed regularly on a quarterly basis by Grant Glenn, Managing Partner and Co-Founder of NWP, and Jeffrey Brainard, Managing Partner, Co-Founder, and CCO. The account is reviewed with regards to the client’s investment policies and risk tolerance levels. Events that may trigger a special review would be unusual performance, addition or deletions of client imposed restrictions, excessive draw-down, volatility in performance, or buy and sell decisions from the firm or per client's needs. The client will be invited to meet on at least an annual basis to review their portfolio.

Clients will receive trade confirmations from the broker(s) for each transaction in their accounts as well as monthly or quarterly statements and annual tax reporting statements from their custodian showing all activity in the accounts, such as receipt of dividends and interest.

NWP will provide written reports to Investment Management clients on a quarterly basis. We urge clients to compare these reports and the invoices they receive from us against the account statements they receive from their custodian.

Item 14: Client Referrals and Other Compensation

The Advisor engages independent solicitors to provide client referrals. If a client is referred to us by a solicitor, this practice is disclosed to the client in writing by the solicitor and the Advisor pays the solicitor out of its own funds—specifically, the Advisor generally pays the solicitor a portion of the advisory fees earned for managing the capital of the client or investor that was referred. The use of solicitors is strictly regulated under applicable federal and state law. The Advisor’s policy is to fully comply with the requirements of Rule 206(4)-3, under the Investment Advisers Act of 1940, as amended, and similar state rules, as applicable.

The Advisor may receive client referrals from Zoe Financial, Inc through its participation in Zoe Advisor Network (ZAN). Zoe Financial, Inc is independent of and unaffiliated with the Advisor and there is no employee relationship between them. Zoe Financial established the Zoe Advisor Network as a means of referring individuals and other investors seeking fee-only personal investment management services or financial planning services to independent investment advisors. Zoe Financial does not supervise the Advisor and has no responsibility for the Advisor’s management of client portfolios or the Advisor’s other advice or services. The Advisor pays Zoe Financial an on-going fee for each successful client referral. This fee is usually a percentage of the advisory fee that the client pays to the Advisor (“Solicitation Fee”). The Advisor will not charge clients referred through Zoe Advisor Network any fees or costs higher than its standard fee schedule offered to its clients. For information regarding additional or other fees paid directly or indirectly to Zoe Financial Inc, please refer to the Zoe Financial Disclosure and Acknowledgement Form.

We receive a non-economic benefit from TD Ameritrade in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at TD Ameritrade. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12—Brokerage Practices). The availability to us of TD Ameritrade’s products and services is not based on us giving particular investment advice, such as buying particular securities for our clients. We believe the use of TD Ameritrade Institutional to be in the best interest of certain clients based on expenses and the services provided and will periodically review the custodian and outside manager options to ensure they are still in the client’s best interest.

Item 15: Custody

NWP does not accept physical custody of client funds or securities, but it is seen to have constructive custody where it has authorization to deduct fees from client accounts.

For client accounts in which NWP is authorized to instruct the custodian to deduct the advisory fee from the clients account:

- i. NWP will send a copy of its invoice to the custodian at the same time that it sends the client a copy.
- ii. The custodian will send at least quarterly statements to the client showing all disbursements for the account, including the amount of the advisory fee.

- iii. The client will provide written authorization to NWP, permitting them to be paid directly for their accounts held by the custodian.

Clients should receive at least quarterly statements from the custodian that holds and maintains client's investment assets. We urge you to carefully review such statements and compare such official custodial records to the account reports and invoices that we may provide to you and notify NWP of any discrepancies. Our reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16: Investment Discretion

For those client accounts where we provide investment management services, we require discretion over client accounts with respect to securities to be bought and sold and the amount of securities to be bought and sold. Investment discretion is explained to clients in detail when an advisory relationship has commenced. At the start of the advisory relationship, the client will execute a Limited Power of Attorney, which will grant our firm discretion over the account. Additionally, the discretionary relationship will be outlined in the advisory contract and signed by the client.

Item 17: Voting Client Securities

We do not vote Client proxies. Therefore, Clients maintain exclusive responsibility for: (1) voting proxies, and (2) acting on corporate actions pertaining to the Client's investment assets. The Client shall instruct the Client's qualified custodian to forward to the Client copies of all proxies and shareholder communications relating to the Client's investment assets. If the client would like our opinion on a particular proxy vote, they may contact us at the number listed on the cover of this brochure.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward you any electronic solicitation to vote proxies.

Item 18: Financial Information

Registered Investment Advisers are required in this Item to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients, and we have not been the subject of a bankruptcy proceeding.

We do not have custody of client funds or securities or require or solicit prepayment of more than \$500 in fees per client six months in advance.

Item 19: Requirements for State-Registered Advisers

Jeffrey Brainard

Born: 1976

Educational Background

- 1999 – Bachelor of Science, Accounting - University of Colorado

Business Experience

- 06/2018 – Present, Noble Wealth Partners, LLC, Managing Partner, Co-Founder, and CCO
- 11/2021 – 05/2022, Origin Financial (did not work with clients at Origin)
- 06/2017 – 12/2018, Columbine Wealth Planning, LLC, Managing Director, Founder, and CCO
- 12/2016 - 06/2017, Unemployed/Searching for employment
- 08/2015 – 12/2016, New York Life Investment Management, Regional Director
- 05/2014 – 08/2015, DWS Investment Distributors (Deutsche Bank), Regional Vice President
- 01/2014 – 05/2014, ALPS Portfolio Solutions, Vice President
- 04/2004 - 01/2014, ALPS Distributors, Vice President

Professional Designations, Licensing & Exams

CFP (Certified Financial Planner)®: CFP® certificants must have a minimum of three years' workplace experience in financial planning and develop their theoretical and practical financial planning knowledge by completing a comprehensive course of study approved by CFP® Board. They must pass a comprehensive CFP® Certification Examination that tests their ability to apply financial planning knowledge in an integrated format. As a final step to certification, CFP® practitioners agree to abide by a strict code of professional conduct.

Performance Based Fees

NWP is not compensated by performance-based fees.

Material Disciplinary Disclosures

No management person at Noble Wealth Partners LLC has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

Material Relationships That Management Persons Have with Issuers of Securities

Noble Wealth Partners LLC, nor Jeffrey Brainard, have any relationship or arrangement with issuers of securities.

Additional Compensation

Jeffrey Brainard does not receive any economic benefit from any person, company, or organization, in exchange for providing clients advisory services through NWP.

Supervision

Jeffrey Brainard, as Managing Director, Co-Founder, and Chief Compliance Officer of NWP, is responsible for supervision and will adhere to the firm's policies and procedures. He may be contacted at the phone number on this brochure.

Requirements for State Registered Advisers

Jeffrey Brainard has NOT been involved in an arbitration, civil proceeding, self-regulatory proceeding, administrative proceeding, or a bankruptcy petition.

Grant Glenn

Born: 1983

Educational Background

- 2016 - Certified Financial Planner, New York University
- 2014 - Chartered Financial Analyst, CFA Institute
- 2008 - Bachelor of Science, Finance Colorado State University

Business Experience

- 07/2018 – Present, Noble Wealth Partners LLC, Managing Partner and Co-Founder
- 11/2014 – 07/2018, LPL Financial, Registered Representative
- 03/2014 – 09/2014, Red Rocks Capital, Private Equity Portfolio Specialist
- 09/2011 – 03/2014, JP Morgan Institutional Investments, Inc., Registered Representative
- 11/2010 - 09/2011, TIAA-CREF Individual & Institutional Svs., Inc., Registered Representative
- 10/2008 - 11/2010, OppenheimerFunds Distributor, Inc., Registered Representative

Professional Designations, Licensing & Exams

Chartered Financial Analyst® - CFA® Issuing Organization: CFA Institute.

Prerequisites/Experience Required: Candidate must meet one of the following requirements:

Undergraduate degree and 4 years of professional experience involving investment decision-making, or 4 years qualified work experience (full time, but not necessarily investment related).

Educational Requirements: Self-study program (250 hours of study for each of the 3 levels).

Continuing Education: None.

Certified Financial Planner® - CFP®

Issuing Organization: Certified Financial Planner Board of Standards, Inc (CFPBS).

Prerequisites/Experience Required: Must have a bachelor's degree (or higher) from an accredited college or university, and 3 years of full-time personal financial planning experience.

Educational Requirements: Must complete a CFP®-board registered program or actively hold one of the following: CPA, ChFC, CLU, CFA, Ph.D. in business or economics, Doctor of Business Administration, or an Attorney's License.

Continuing Education: 30 hours every 2 years.

Other Business Activities

Grant Glenn works for Colorado State University's investment committee. This activity accounts for approximately two hours per month.

Performance Based Fees

NWP is not compensated by performance-based fees.

Material Disciplinary Disclosures

No management person at Noble Wealth Partners LLC has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

Material Relationships That Management Persons Have with Issuers of Securities

Noble Wealth Partners LLC, nor Grant Glenn, have any relationship or arrangement with issuers of securities.

Additional Compensation

Grant Glenn does not receive any economic benefit from any person, company, or organization, in exchange for providing clients advisory services through NWP.

Supervision

Grant Glenn is supervised by Jeffrey Brainard, Co-Founder and Chief Compliance Officer of NWP, and will adhere to the firm's policies and procedures. Jeff Brainard may be contacted at the phone number on this brochure supplement.

Requirements for State Registered Advisers

Grant Glenn has NOT been involved in an arbitration, civil proceeding, self-regulatory proceeding, administrative proceeding, or a bankruptcy petition.

Noble Wealth Partners LLC

1401 Lawrence Street, Ste 1600
Denver, CO 80202

720.588.4103

Dated June 8th, 2023

Form ADV Part 2B – Brochure Supplement

For

Jeffrey Brainard Individual CRD# 4355671

Managing Director, Co-Founder, and Chief Compliance Officer

This brochure supplement provides information about Jeffrey Brainard that supplements the Noble Wealth Partners LLC (“NWP”) brochure. A copy of that brochure precedes this supplement. Please contact Jeffrey Brainard if the NWP brochure is not included with this supplement or if you have any questions about the contents of this supplement.

Additional information about Jeffrey Brainard is available on the SEC’s website at www.adviserinfo.sec.gov which can be found using the identification number 4355671.

Item 2: Educational Background and Business Experience

Jeffrey Brainard

Born: 1976

Educational Background

- 1999 – Bachelor of Science, Accounting - University of Colorado

Business Experience

- 06/2018 – Present, Noble Wealth Partners LLC, Managing Partner, Co-Founder, and CCO
- 11/2021 – 05/2022, Origin Financial (did not work with clients at Origin)
- 06/2017 – 12/2018, Columbine Wealth Planning LLC, Managing Director, Founder, and CCO
- 12/2016 - 06/2017, Unemployed/Searching for employment
- 08/2015 – 12/2016, New York Life Investment Management, Regional Director
- 05/2014 – 08/2015, DWS Investment Distributors (Deutsche Bank), Regional Vice President
- 01/2014 – 05/2014, ALPS Portfolio Solutions, Vice President
- 04/2004 - 01/2014, ALPS Distributors, Vice President

Professional Designations, Licensing & Exams

CFP (Certified Financial Planner)®: CFP® certificants must have a minimum of three years' workplace experience in financial planning and develop their theoretical and practical financial planning knowledge by completing a comprehensive course of study approved by CFP® Board. They must pass a comprehensive CFP® Certification Examination that tests their ability to apply financial planning knowledge in an integrated format. As a final step to certification, CFP® practitioners agree to abide by a strict code of professional conduct.

Item 3: Disciplinary Information

No management person at Noble Wealth Partners LLC has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

Item 4: Other Business Activities

Jeffrey Brainard is not involved in any other business activities.

Item 5: Additional Compensation

Jeffrey Brainard does not receive any economic benefit from any person, company, or organization, in exchange for providing clients advisory services through NWP.

Item 6: Supervision

Jeffrey Brainard, as Managing Partner, Co-Founder, and Chief Compliance Officer of NWP, is responsible for supervision and will adhere to the firm's policies and procedures. He may be contacted at the phone number on this brochure.

Item 7: Requirements for State Registered Advisers

Jeffrey Brainard has NOT been involved in an arbitration, civil proceeding, self-regulatory proceeding, administrative proceeding, or a bankruptcy petition.

Noble Wealth Partners LLC

1401 Lawrence Street, Ste 1600
Denver, CO 80202

720.588.4103

Dated June 8th, 2023

Form ADV Part 2B – Brochure Supplement

For

Grant Glenn - 5604413

Investment Adviser Representative

This brochure supplement provides information about Grant Glenn that supplements the Noble Wealth Partners LLC (“NWP”) brochure. A copy of that brochure precedes this supplement. Please contact Grant Glenn if the NWP brochure is not included with this supplement or if you have any questions about the contents of this supplement.

Additional information about Grant Glenn is available on the SEC’s website at www.adviserinfo.sec.gov which can be found using the identification number 5604413.

Item 2: Educational Background and Business Experience

Grant Glenn

Born: 1983

Educational Background

- 2016 - Certified Financial Planner, New York University
- 2014 - Chartered Financial Analyst, CFA Institute
- 2008– Financial/Investment Analysis, Colorado State University

Business Experience

- 07/2018 – Present, Noble Wealth Partners LLC, Managing Partner
- 11/2014/ – 07/2018, LPL Financial, Registered Representative
- 03/2014 – 09/2014, Red Rocks Capital, Private Equity Portfolio Specialist
- 09/2011 – 03/2014, JP Morgan Institutional Investments, Inc., Registered Representative

Professional Designations, Licensing & Exams

Chartered Financial Analyst® - CFA® Issuing Organization: CFA Institute.

Prerequisites/Experience Required: Candidate must meet one of the following requirements: Undergraduate degree and 4 years of professional experience involving investment decision-making, or 4 years qualified work experience (full time, but not necessarily investment related).

Educational Requirements: Self-study program (250 hours of study for each of the 3 levels).

Continuing Education: None.

Certified Financial Planner® - CFP®

Issuing Organization: Certified Financial Planner Board of Standards, Inc (CFPBS).

Prerequisites/Experience Required: Must have a bachelor's degree (or higher) from an accredited college or university, and 3 years of full-time personal financial planning experience.

Educational Requirements: Must complete a CFP®-board registered program or actively hold one of the following: CPA, ChFC, CLU, CFA, Ph.D. in business or economics, Doctor of Business Administration, or an Attorney's License.

Continuing Education: 30 hours every 2 years.

Item 3: Disciplinary Information

No management person at Noble Wealth Partners LLC has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

Item 4: Other Business Activities

Grant Glenn works for Colorado State University's investment committee. This activity accounts for approximately two hours per month.

Item 5: Additional Compensation

Grant Glenn does not receive any economic benefit from any person, company, or organization, in exchange for providing clients advisory services through NWP.

Item 6: Supervision

Grant Glenn is supervised by Jeffrey Brainard, Founder and Chief Compliance Officer of NWP, and will adhere to the firm's policies and procedures. Jeff Brainard may be contacted at the phone number on this brochure supplement.

Item 7: Requirements for State Registered Advisers

Grant Glenn has NOT been involved in an arbitration, civil proceeding, self-regulatory proceeding, administrative proceeding, or a bankruptcy petition.

Item 1: Cover Page

Noble Wealth Partners LLC

Form ADV Part 2A Appendix 1 – Wrap Fee Program Brochure

1401 Lawrence Street, Ste 1600
Denver, CO 80202

720.588.4103

<http://www.nwpplan.com>

Dated June 8th, 2023

This Wrap Fee Program Brochure provides information about the qualifications and business practices of Noble Wealth Partners LLC. If you have any questions about the contents of this Brochure, please contact us at 720.598.8818. 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.

Noble Wealth Partners LLC registered as an Investment Adviser with the State of Colorado. Registration of an Investment Adviser does not imply any level of skill or training. You are encouraged to review this Brochure and Brochure Supplements for our firm's associates who advise you for more information on the qualifications of our firm and our employees.

Additional information about Noble Wealth Partners LLC is available on the SEC's website at www.adviserinfo.sec.gov.

CRD: 298396

Item 2: Material Changes

Noble Wealth Partners LLC is required to advise you of any material changes to our Wrap Fee Program Brochure (“Wrap Brochure”) from our last annual update, identify those changes on the cover page of our Wrap Brochure or on the page immediately following the cover page, or in a separate communication accompanying our Wrap Brochure. We must state clearly that we are discussing only material changes since the last annual update of our Wrap Brochure, and we must provide the date of the last annual update of our Wrap Brochure.

The last annual update of this Brochure was filed on March 23, 2023. Since this filing, there have been the following material changes to the document:

- We are changing our fee billing frequency to monthly in arrears. Previously, it was done quarterly in arrears
- We have updated our fee schedule and our minimum annual advisory fee in Item 12

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 in the business practices of NWP.

At any time, you may view the current Disclosure Brochure on-line at the SEC’s Investment Adviser Public Disclosure website at <http://www.adviserinfo.sec.gov> by searching for our firm name or by our CRD number 298396.

You may also request a copy of this Disclosure Brochure at any time, by contacting us at 720.598.8818.

Item 3: Table of Contents

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Item 4: Services, Fees and Compensation

Description of Our Services

We offer wrap fee programs as described in this Wrap Fee Program Brochure. Our wrap fee accounts are managed on an individualized basis according to the client's investment objectives, financial goals, risk tolerance, etc.

Types of Advisory Services

Investment Management Services

We are in the business of managing individually tailored investment portfolios. Our firm provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal investment policy or an investment plan with an asset allocation target and create and manage a portfolio based on that policy and allocation target. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. We may also review and discuss a client's prior investment history, as well as family composition and background.

Account supervision is guided by the stated objectives of the client (e.g., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations. When NWP is managing the assets directly, clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry. If applicable, these restrictions would be reflected in the Investment Policy Statement. Fees pertaining to this service are outlined in Item 5 of this brochure.

Client Tailored Services and Client Imposed Restrictions: We offer the same suite of services to all of our clients. However, when we manage the assets directly, the implementation of services and investment recommendations are dependent upon the client Investment Policy Statement which outlines each client's current situation (income, tax levels, and risk tolerance levels) and is used to construct a client specific portfolio that matches restrictions, needs, and targets.

Wrap Program

NWP participates in a Wrap Fee Program. We do not manage assets under the wrap fee program any different than we would in a non wrap fee account.

Other Types of Fees and Expenses associated with Investment Management

Our fees are inclusive of brokerage commissions, transaction fees, and other related costs and expenses which may be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, and other third parties such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual fund and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to our fee, and we shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that we consider in selecting or recommending broker-dealers for client's transactions and determining the reasonableness of their compensation (e.g., commissions).

We do not accept compensation for the sale of securities or other investment products including asset-based sales charges or service fees from the sale of mutual funds.

Investment Management Services Provided by NWP

Our standard portfolio management fee is based on the market value of the assets under management and is calculated as follows:

Account Value	Annual Advisory Fee
\$0 - \$499,999	1.00%
\$500,000 - \$2,499,999	0.75%
\$2,500,000 - \$9,999,999	0.50%
\$10,000,000 and Above	Negotiable

The annual fees are negotiable and are pro-rated and paid in arrears on a monthly basis based on the account value as of the last business day of the calendar month. No increase in the annual fee shall be effective without agreement from the client by signing a new agreement or amendment to their current advisory agreement.

Lower fees for comparable services may be available from other sources.

For more information regarding direct deduction of fees from client accounts, please see Item 15 of this Part 2A.

Accounts initiated or terminated during a calendar quarter will be charged a pro-rated fee based on the amount of time remaining in the billing period. An account may be terminated with written notice at least 30 calendar days in advance. Since fees are paid in arrears, no rebate will be needed upon termination of the account, however, any earned but unpaid fees will be due up to the last business day prior to termination.

Additional bundled Service Cost Considerations

A wrap fee program allows our clients to pay a specified fee for investment advisory services and the execution of transactions. The advisory services may include portfolio management and the fee is not based directly upon transactions in your account. Your fee is bundled with our costs for executing transactions in your account(s). We do not charge our clients higher advisory fees based on their trading activity, but you should be aware that we may have an incentive to limit our trading activities in your account(s) because we are charged for executed trades.

Additional Expenses Not Included in the Wrap Program Fee

You may pay custodial fees, charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), mark-ups and mark-downs, spreads paid to market makers, wire transfer fees and other fees and taxes on brokerage accounts and securities transactions. These fees are not included within the wrap-fee you are charged by our firm.

We may invest clients in No Transaction Fee (NTF) funds when available. The NTF funds do not pay the custodian a ticket charge, unlike a regular fund. Because we offer our advisory services under a wrap program, where we pay all ticket charges incurred, we have a financial interest to minimize these charges.

Compensation

Our investment advisory representatives receive a portion of the advisory fee that you pay us, either directly as a percentage of your overall fee or as their salary from our firm. In cases where our investment advisory representatives are paid a percentage of your overall advisory fee, this may create an incentive to recommend that you participate in a wrap fee program rather than a non-wrap fee program (where you would pay for trade execution costs) or brokerage account where commissions are charged. This is because, in some cases, we may stand to earn more compensation from advisory fees paid to us through a wrap fee program arrangement if your account is not actively traded.

Item 5: Account Requirements and Types of Clients

We provide financial planning and portfolio management services to individuals, high net-worth individuals, charitable organizations, and corporations or other businesses.

We do not have a minimum account size requirement.

Item 6: Portfolio Manager Selection and Evaluation

Noble Wealth Partners LLC Portfolio Managers

Our firm and its related Advisers, act as portfolio managers for the wrap fee program previously described in this Wrap Fee Program Brochure. This may create a conflict of interest in that other investment advisory firms may charge the same or lower fees than our firm for similar services. Our related person portfolio managers are not subject to the same selection and review as outside portfolio managers that participate in the wrap fee program.

Advisory Business

See Item 4 of this Wrap Fee Program Brochure for information about our wrap fee advisory programs.

Individual Tailoring of Advice to Clients

We offer individualized investment advice to clients utilizing our Asset Management and Comprehensive Portfolio Management services.

Ability of Clients to Impose Restrictions on Investing in Certain Securities or Types of Securities

We do allow clients to impose reasonable restrictions on investing in certain securities or types of securities.

Participation in Wrap Fee Programs

Our wrap fee accounts are managed on an individualized basis according to the client's investment objectives, financial goals, risk tolerance, etc.

Performance-based fees and side-by-side management

We do not charge performance-based fees and do not engage in side-by-side management

Methods of Analysis, Investment Strategies and Risk of Loss

When clients have us complete an Investment Analysis (described in Item 4 of this brochure) as part of their financial plan, our primary methods of investment analysis are fundamental, valuation, technical, and cyclical.

Fundamental analysis involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience, and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value. The risk of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings,

which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

Valuation analysis involves analyzing the company's price relative to its intrinsic value. Purchasing assets that are cheap relative to where they should be priced is the foundation of a value-based strategy. A security that is cheap does not necessarily make it a good investment. Many times, a catalyst must occur before an investment's price can adjust to its fundamental value. Risks to this approach involve errors in valuation, the unknown, and circumstances outside of your control.

Technical analysis involves using chart patterns, momentum, volume, and relative strength in an effort to pick sectors that may outperform market indices. However, there is no assurance of accurate forecasts or that trends will develop in the markets we follow. In the past, there have been periods without discernible trends and similar periods will presumably occur in the future. Even where major trends develop, outside factors like government intervention could potentially shorten them.

Furthermore, one limitation of technical analysis is that it requires price movement data, which can translate into price trends sufficient to dictate a market entry or exit decision. In a trendless or erratic market, a technical method may fail to identify trends requiring action. In addition, technical methods may overreact to minor price movements, establishing positions contrary to overall price trends, which may result in losses. Finally, a technical trading method may underperform other trading methods when fundamental factors dominate price moves within a given market.

Cyclical analysis is a type of technical analysis that involves evaluating recurring price patterns and trends based upon business cycles. Economic/business cycles may not be predictable and may have many fluctuations between long term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

Passive Investment Management Strategy (For Investment Management Services)

We practice passive investment management. Passive investing involves building portfolios that are comprised of various distinct asset classes. The asset classes are weighted in a manner to achieve a desired relationship between correlation, risk and return. Funds that passively capture the returns of the desired asset classes are placed in the portfolio. The funds that are used to build passive portfolios are typically index mutual funds or exchange traded funds.

Passive investment management is characterized by low portfolio expenses (i.e. the funds inside the portfolio have low internal costs), minimal trading costs (due to infrequent trading activity), and relative tax efficiency (because the funds inside the portfolio are tax efficient and turnover inside the portfolio is minimal).

In contrast, active management involves a single manager or managers who employ some method, strategy or technique to construct a portfolio that is intended to generate returns that are greater than the broader market or a designated benchmark. Academic research indicates most active managers underperform the market.

Material Risks Involved

All investing strategies we offer involve risk and may result in a loss of your original investment which you should be prepared to bear. Many of these risks apply equally to stocks, bonds, commodities and any other investment or security. Material risks associated with our investment strategies are listed below.

Market Risk: Market risk involves the possibility that an investment's current market value will fall because of a general market decline, reducing the value of the investment regardless of the operational success of the issuer's operations or its financial condition.

Strategy Risk: The Adviser's investment strategies and/or investment techniques may not work as intended.

Small and Medium Cap Company Risk: Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium cap companies may face a greater risk of business failure, which could increase the volatility of the client's portfolio.

Interest Rate Risk: Bond (fixed income) prices generally fall when interest rates rise, and the value may fall below par value or the principal investment. The opposite is also generally true: bond prices generally rise when interest rates fall. In general, fixed income securities with longer maturities are more sensitive to these price changes. Most other investments are also sensitive to the level and direction of interest rates.

Inflation: Inflation may erode the buying-power of your investment portfolio, even if the dollar value of your investments remains the same.

Risks Associated with Securities

Apart from the general risks outlined above which apply to all types of investments, specific securities may have other risks.

Common stocks may go up and down in price quite dramatically, and in the event of an issuer's bankruptcy or restructuring could lose all value. A slower-growth or recessionary economic environment could have an adverse effect on the price of all stocks.

Fixed Income Securities are debt securities used to borrow money. They include, but are not limited to, Government Bonds, Corporate Bonds, Bank Obligations, and Municipal Bonds.

Government Bonds are debt securities used to borrow money by sovereign governments. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. The market prices of debt securities fluctuate depending on such factors as interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risk. The purchase of United States Treasury Bonds come with the full faith and credit of the United States Treasury Department.

Corporate Bonds are debt securities to borrow money by corporations. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero coupon

bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. The market prices of debt securities fluctuate depending on such factors as interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risk.

Bank Obligations including bonds and certificates of deposit may be vulnerable to setbacks or panics in the banking industry. Banks and other financial institutions are greatly affected by interest rates and may be adversely affected by downturns in the U.S. and foreign economies or changes in banking regulations.

Municipal Bonds are debt obligations generally issued to obtain funds for various public purposes, including the construction of public facilities. Municipal bonds pay a lower rate of return than most other types of bonds. However, because of a municipal bond's tax-favored status, investors should compare the relative after-tax return to the after-tax return of other bonds, depending on the investor's tax bracket. Investing in municipal bonds carries the same general risks as investing in bonds in general. Those risks include interest rate risk, reinvestment risk, inflation risk, market risk, call or redemption risk, credit risk, and liquidity and valuation risk.

Options carry many unique risks, including time-sensitivity, and can result in the complete loss of principal. Call options and put options may be speculative in nature and may involve the loss of principal. Selling put options, or "naked puts", involve risks and may involve taking ownership of the security. While covered call writing does provide a partial hedge to the stock against which the call is written, the hedge is limited to the amount of cash flow received when writing the option. When selling covered calls, there is a risk the underlying position may be called away at a price lower than the current market price. Utilizing protective puts can hedge the risk of loss on securities in a portfolio, but there is a risk of losing the premium paid for the option.

Exchange Traded Funds prices may vary significantly from the Net Asset Value due to market conditions. Certain Exchange Traded Funds may not track underlying benchmarks as expected. ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above or below their net asset value; (ii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are delisted from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. The Adviser has no control over the risks taken by the underlying funds in which client's invest.

Mutual Fund Risk. When a client invests in open end or closed end mutual funds, the client indirectly bears its proportionate share of any fees and expenses payable directly by those funds. Therefore, the client will incur higher expenses, many of which may be duplicative. In addition, the client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives).

Voting Client Securities

We do not vote Client proxies. Therefore, Clients maintain exclusive responsibility for: (1) voting proxies, and (2) acting on corporate actions pertaining to the Client's investment assets. The Client shall instruct the Client's qualified custodian to forward to the Client copies of all proxies and shareholder communications relating to the Client's investment assets. If the client would like our opinion on a particular proxy vote, they may contact us at

the number listed on the cover of this brochure.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward you any electronic solicitation to vote proxies.

Item 7: Client Information Provided to Portfolio Manager

We are required to describe the information about you that we communicate to your portfolio manager(s), and how often or under what circumstances we provide updated information. Our firm communicates with your portfolio manager(s) on a regular basis as needed (daily, weekly, monthly, etc.) to ensure you're most current investment goals and objectives are understood by your portfolio manager(s). In most cases, we will communicate such information as part of our regular investment management duties. Nevertheless, we will also communicate information to your portfolio manager(s) when you ask us to, when market or economic conditions make it prudent to do so, etc.

Item 8: Client Contact with Portfolio Manager

Our clients may directly contact their portfolio manager(s) with questions or concerns by calling the number on this Brochure.

Item 9: Additional Information

Disciplinary Information

We have determined that our firm and management have no disciplinary information to disclose.

Other Financial Industry Activities and Affiliations

No NWP employee is registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

No NWP employee is registered, or have an application pending to register, as a futures commission merchant, commodity pool operator or a commodity trading advisor.

NWP only receives compensation directly from clients. We do not receive compensation from any outside source. We do not have any conflicts of interest with any outside party.

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

As a fiduciary, our firm and its associates have a duty of utmost good faith to act solely in the best interests of each client. Our clients entrust us with their funds and personal information, which in turn places a high standard on our conduct and integrity. Our fiduciary duty is a core aspect of our Code of Ethics and represents the expected basis of all of our dealings. The firm also adheres to the Code of Ethics and Professional Responsibility adopted by the CFP® Board of Standards Inc., and accepts the obligation not only to comply with the mandates and requirements of all applicable laws and regulations but also to take responsibility to act in an ethical and professionally responsible manner in all professional services and activities. Additionally NWP requires adherence to its Insider Trading Policy, and the CFA Institute's Asset Manager Code of Professional Conduct and Code of Ethics and Standards of Professional Conduct.

Code of Ethics Description

This code does not attempt to identify all possible conflicts of interest, and literal compliance with each of its specific provisions will not shield associated persons from liability for personal trading or other conduct that violates a fiduciary duty to advisory clients. A summary of the Code of Ethics' Principles is outlined below.

- Integrity - Associated persons shall offer and provide professional services with integrity.
- Objectivity - Associated persons shall be objective in providing professional services to clients.
- Competence - Associated persons shall provide services to clients competently and maintain the necessary knowledge and skill to continue to do so in those areas in which they are engaged.
- Fairness - Associated persons shall perform professional services in a manner that is fair and reasonable to clients, principals, partners, and employers, and shall disclose conflict(s) of interest in providing such services.
- Confidentiality - Associated persons shall not disclose confidential client information without the specific consent of the client unless in response to proper legal process, or as required by law.
- Professionalism - Associated persons' conduct in all matter shall reflect credit of the profession.
- Diligence - Associated persons shall act diligently in providing professional services.

We periodically review and amend our Code of Ethics to ensure that it remains current, and we require all firm access persons to attest to their understanding of and adherence to the Code of Ethics at least annually. Our firm will provide of copy of its Code of Ethics to any client or prospective client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

Neither our firm, its associates or any related person is authorized to recommend to a client, or effect a transaction for a client, involving any security in which our firm or a related person has a material financial interest, such as in the capacity as an underwriter, adviser to the issuer, etc.

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

Our firm and its "related persons" may buy or sell securities similar to, or different from, those we recommend to clients for their accounts. In an effort to reduce or eliminate certain conflicts of interest involving the firm or personal trading, our policy may require that we restrict or prohibit associates' transactions in specific reportable securities transactions. Any exceptions or trading pre-clearance must be approved by the firm

principal in advance of the transaction in an account, and we maintain the required personal securities transaction records per regulation.

Trading Securities At/Around the Same Time as Client's Securities

From time to time, our firm or its "related persons" may buy or sell securities for themselves at or around the same time as clients. This will usually occur when utilizing block trading a security or securities across client accounts and our firm or "related person" is included in the block trade. See below in Item 12 under "Aggregating (Block) Trading for Multiple Client Accounts" for details on our block trading practices.

The Custodian and Brokers We Use (TD Ameritrade and InteractiveBrokers)

We currently receive soft dollar benefits by nature of our relationship with TD Ameritrade Institutional, Division of TD Ameritrade, Inc., and InteractiveBrokers - both members FINRA/SIPC. This is a conflict of interest.

NWP participates in TD Ameritrade's institutional customer program and may recommend TD Ameritrade to clients for custody and brokerage services, as well as using InteractiveBrokers. There is no direct link between NWP participation in the two programs and the investment advice it gives to its clients, although NWP receives economic benefits through its participation in the programs that are typically not available to TD Ameritrade retail investors or retail investors using InteractiveBrokers. These benefits 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 NWP 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; and discounts on compliance, marketing, research, technology, and practice management products or services provided to NWP by third party vendors. TD Ameritrade and InteractiveBrokers may also have paid for business consulting and professional services received by NWP related persons. Some of the products and services made available by TD Ameritrade and InteractiveBrokers through the program may benefit NWP but may not benefit its client accounts. These products or services may assist NWP in managing and administering client accounts, including accounts not maintained at TD Ameritrade or InteractiveBrokers. Other services made available by TD Ameritrade and InteractiveBrokers are intended to help NWP manage and further develop its business enterprise. The benefits received by NWP or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade or InteractiveBrokers. Clients should be aware, however, that the receipt of economic benefits by NWP or its related persons in and of itself creates a conflict of interest and may indirectly influence NWP choice of TD Ameritrade or InteractiveBrokers for custody and brokerage services. NWP acts in the client's best interest and believes these arrangements are in the best interest of the client.

Review of Accounts

Client accounts with the Investment Management Service will be reviewed regularly on a quarterly basis by Grant Glenn, Managing Partner and Co-Founder of NWP, and Jeffrey Brainard, Managing Partner, Co-Founder, and CCO. The account is reviewed with regards to the client's investment policies and risk tolerance levels. Events that may trigger a special review would be unusual performance, addition or deletions of client imposed restrictions, excessive draw-down, volatility in performance, or buy and sell decisions from the firm or per client's needs. The client will be invited to meet on at least an annual basis to review their portfolio.

Clients will receive trade confirmations from the broker(s) for each transaction in their accounts as well as monthly or quarterly statements and annual tax reporting statements from their custodian showing all activity in the accounts, such as receipt of dividends and interest.

NWP will provide written reports to Investment Management clients on a quarterly basis. We urge clients to compare these reports and the invoices they receive from us against the account statements they receive from their custodian.

Client Referrals

The Advisor engages independent solicitors to provide client referrals. If a client is referred to us by a solicitor, this practice is disclosed to the client in writing by the solicitor and the Advisor pays the solicitor out of its own funds—specifically, the Advisor generally pays the solicitor a portion of the advisory fees earned for managing the capital of the client or investor that was referred. The use of solicitors is strictly regulated under applicable federal and state law. The Advisor's policy is to fully comply with the requirements of Rule 206(4)-3, under the Investment Advisers Act of 1940, as amended, and similar state rules, as applicable.

The Advisor may receive client referrals from Zoe Financial, Inc through its participation in Zoe Advisor Network (ZAN). Zoe Financial, Inc is independent of and unaffiliated with the Advisor and there is no employee relationship between them. Zoe Financial established the Zoe Advisor Network as a means of referring individuals and other investors seeking fee-only personal investment management services or financial planning services to independent investment advisors. Zoe Financial does not supervise the Advisor and has no responsibility for the Advisor's management of client portfolios or the Advisor's other advice or services. The Advisor pays Zoe Financial an on-going fee for each successful client referral. This fee is usually a percentage of the advisory fee that the client pays to the Advisor ("Solicitation Fee"). The Advisor will not charge clients referred through Zoe Advisor Network any fees or costs higher than its standard fee schedule offered to its clients. For information regarding additional or other fees paid directly or indirectly to Zoe Financial Inc, please refer to the Zoe Financial Disclosure and Acknowledgement Form.

We receive a non-economic benefit from TD Ameritrade in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at TD Ameritrade. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12—Brokerage Practices). The availability to us of TD Ameritrade's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients. We believe the use of TD Ameritrade Institutional to be in the best interest of certain clients based on expenses and the services provided and will periodically review the custodian and outside manager options to ensure they are still in the client's best interest.

Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients, and we have not been the subject of a bankruptcy proceeding.

Item 10 Requirements for State-Registered Advisers

Material Disciplinary Disclosures

No management person at Noble Wealth Partners LLC has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

Material Relationships That Management Persons Have With Issuers of Securities

Noble Wealth Partners LLC, nor Jeffrey Brainard or Grant Glenn, have any relationship or arrangement with issuers of securities.