

Item 1: Cover Page

Five Pine Wealth Management, Inc.

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Form ADV Part 2A – Firm Brochure

(877) 333-1015

www.fivepinewealth.com

Dated July 11th, 2022

This Brochure provides information about the qualifications and business practices of Five Pine Wealth Management, “FPWM”. If you have any questions about the contents of this Brochure, please contact us at (877) 333-1015. 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.

Additional information about FPWM is available on the SEC’s website at www.adviserinfo.sec.gov, which can be found using the firm’s identification number, 317657.

Item 2: Material Changes

Since our initial filing, the following material changes have been:

- FPWM has registered with the following additional states: Washington, California, and Montana

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. Either 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 Five Pine Wealth Management, Inc.

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Item 4: Advisory Business

Description of Advisory Firm

Five Pine Wealth Management (hereinafter referred to as “FPWM”, “we”, “firm”, and “us”) became registered as an Investment Adviser with the State of Idaho in 2022. Benjamin Holzhauser and Jeremy Morris are the principal owners of FPWM.

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 targets. We will also review and discuss a Client's prior investment history, as well as family composition and background. Please refer to Item 8 for information on the types of investment products recommended by the Adviser. The Adviser will provide its services on a discretionary basis, and will not give advance notice or seek the Client's consent for any changes to the Portfolio.

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. Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

FPWM will obtain the following information from the Client: the Client's age, other investments, financial situation and needs, tax status, investment objectives, investment experience, investment time horizon, liquidity needs, risk tolerance, and any other information the Client may disclose to the investment adviser in connection with such recommendation or investment advice.

FPWM will make reasonable efforts to document and annually update client suitability information. FPWM will not charge an ongoing advisory fee for unmanaged or static assets held in accounts.

Charles Schwab Institutional Intelligent Portfolios™

FPWM also provides portfolio management services through Institutional Intelligent Portfolios™, an automated, online investment management platform for use by independent investment advisors and sponsored by Schwab Wealth Investment Advisory, Inc. (the “Program” and “SWIA,” respectively). Through the Program, we offer clients a range of investment allocation models we have constructed and managed, each consisting of a portfolio of exchange traded funds (“ETFs”) and a cash allocation. The client may instruct us to exclude up to three ETFs from their portfolio. The client's portfolio is held in a brokerage account opened, with our assistance, by the client at SWIA's affiliate, Charles Schwab & Co., Inc. (“CS&Co”).

FPWM is independent of and not owned by, affiliated with, or sponsored or supervised by SWIA, CS&Co or their affiliates (together, “Schwab”). The Program is described in the Schwab Wealth Investment Advisory, Inc.

Institutional Intelligent Portfolios™ Disclosure Brochure (the “Program Disclosure Brochure”), which is delivered to clients by Schwab during the online enrollment process.

FPWM and not Schwab, is the client’s investment advisor and primary point of contact with respect to the Program. We are solely responsible, and Schwab is not responsible for determining the appropriateness of the investment allocation model for the client, choosing a suitable investment strategy and portfolio for the client’s investment needs and goals, and managing that portfolio on an ongoing basis. Schwab’s role is limited to delivering the Program Disclosure Brochure to clients and administering the Program so that it operates as described in the Program Disclosure Brochure.

We have contracted with Schwab to provide us with the technology platform and related trading and account management services for the Program. This platform enables us to make the Program available to clients online and includes a system that automates certain key parts of our investment process (the “System”). The System includes an online questionnaire that helps us determine the client’s investment objectives and risk tolerance and select an appropriate investment strategy and portfolio.

Clients should note that we will recommend a portfolio via the System in response to the client’s answers to the online questionnaire. The client may then indicate an interest in a portfolio that is one level less or more conservative or aggressive than the recommended portfolio, but we then make the final decision and select a portfolio based on all the information we have about the client. The System also includes an automated investment engine through which we manage the client’s portfolio on an ongoing basis through automatic rebalancing and tax-loss harvesting (if the client is eligible and so elects).

We do not receive a portion of a wrap fee for our services to clients through the Program. Clients do not pay fees to Schwab in connection with the Program, but we charge clients a fee for our services as described below under the Fees and Compensation section.

Financial Planning Services

Financial planning involves an 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 report, 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 some or all of the following areas of concern. The Client and FPWM will work together to select 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:** Review of existing policies to ensure proper coverage for life, health, disability, long-term care, liability, home, and automobile.
- **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 broker/dealer or 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.

- **Risk Management:** A risk management review 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”).

- **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 the 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.

Retirement Planning Services

FPWM may provide advisory services for various types of employer plans, including but not limited to: 401(k) plans, solo 401(k) plans, SEP IRAs, SIMPLE IRAs, and 403(b) plans. When applicable, FPWM’s retirement plan advisory services are designed to assist a plan sponsor in meeting its fiduciary obligations to the plan and plan participants. Services for employer plans may include: vendor analysis, participant enrollment and education, investment oversight services (ERISA 3(38)), performance reporting, investment recommendation and assistance.

Retirement planning services by FPWM will be in a fiduciary capacity under the Employee Retirement Income Security Act of 1974, as amended (ERISA). In accordance with ERISA Section 408(b)(2), the plan sponsor is provided with a written description of FPWM’s fiduciary status, specific services to be rendered, and all direct and indirect compensation FPWM reasonably expects under the engagement.

Retirement plan management services where we operate as the ERISA 3(38) fiduciary will be provided on a discretionary basis in regard to the execution of trades in employer plan accounts.

As an investment adviser registered under the Securities Act of Washington and other applicable federal and state securities laws, FPWM owes the Client a fiduciary duty to put the Client’s interest first which includes, but is not limited to, a duty of care, loyalty, obedience, and utmost good faith. While FPWM may have specific responsibilities under ERISA to disclose its ERISA fiduciary services separately from its non-ERISA fiduciary services, this does not affect the FPWM’s investment adviser fiduciary duty to the Client.

Client Tailored Services and Client Imposed Restrictions

We consult with clients initially and on an annual basis, through the duration of their engagement with us, to determine risk tolerance, time horizon and other factors that may impact the clients’ investment and/or planning needs. We ensure that clients’ investment and planning recommendations are suitable for their needs, goals, objectives, and risk tolerance.

Clients are able to specify, within reason, any limitations they would like to place on discretionary authority as it pertains to individual securities and/or sectors that will be traded in their account. All such requests must be provided to FPWM in writing. FPWM will notify Clients if they are unable to accommodate any requests.

Retirement Account Advice

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

Under this special rule's provisions, we must:

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

Wrap Fee Programs

We do not participate in wrap fee programs.

Assets under Management

Because FPWM is a new entity, it currently reports no discretionary and \$64,000,000 discretionary Assets Under Management. Assets Under Management were calculated as of July, 2022.

CCR Section 260.235.2 Disclosure For Clients who receive our Financial Planning services, we must state when a conflict exists between the interests of our firm and the interests of our Client. The Client is under no obligation to act upon our recommendation. If the Client elects to act on any of the recommendations, the Client is under no obligation to effect the transaction through our firm.

Item 5: Fees and Compensation

Please note, unless a Client has received this brochure at least 48 hours prior to signing an investment advisory and/or a Financial Planning Agreement (collectively, "Client Contract"), the Client Contract may be terminated by the Client within five (5) business days of signing the Client Contract without incurring any fees and without penalty. How we are paid depends on the type of advisory services we perform. Below is a brief description of our fees, however, you should review your executed Client Contract for more detailed information regarding the exact fees you will be paying.

Investment Management Services

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

| Account Value | Annual Advisory Fee |
|---------------------------|---------------------|
| \$0 - \$249,999 | 1.10% |
| \$250,000 - \$499,999 | 1.00% |
| \$500,000 - \$999,999 | 0.90% |
| \$1,000,000 - \$1,999,999 | 0.70% |
| \$2,000,000 and Above | 0.50% |

The annual fees are negotiable, prorated and paid in arrears on a monthly basis. The advisory fee is a blended fee and is calculated by assessing the percentage rates using the predefined levels of assets as shown in the above chart, resulting in a combined weighted fee. For example, an account valued at \$750,000 would pay an effective fee of 1% with the annual fee of \$7,500.00. The monthly fee is determined by the following calculation: $((\$250,000 \times 1.10\%) + (\$250,000 \times 1.00\%) + (\$250,000 \times 0.90\%)) \div 12 = \625 . Client's with multiple household accounts will be combined when calculating the management fee.

In computing the market value of any investment contained in the account, each security listed on any national securities exchange shall be valued at the last quoted sale price on the valuation date on the principal exchange on which such security is traded. Any other security or asset shall be valued in a manner determined consistent with FPWM's fiduciary duty to reflect its fair market value. Client's should contact the Advisor promptly if they wish to dispute a specific valuation.

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. Unmanaged or static client assets will not be included in FPWM's management fee calculation.

Advisory fees are directly debited from Client accounts, or the Client may choose to pay by check. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee based on the number of days an account was open during 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 refund will be needed upon termination of the account.

Financial Planning

Financial Planning consists of a one time upfront fee of between \$1,500 and \$3,000 depending on complexity, due upon the delivery of the financial plan. The fee may be negotiable in certain cases. Fees for this service may be paid by electronic funds transfer or check. Clients have the option to purchase investment products that are recommended to clients through other brokers or agents that are not affiliated with the Adviser or investment adviser representative. In the event of termination before the plan is complete, Clients will be billed for the amount of work performed up to the date of termination.

Financial Planning (Washington Clients Only)

Financial Planning consists of a one time upfront fee of between \$1,500 and \$3,000 depending on complexity, based upon our hourly rate of \$250. If no service is provided to the client during the billing period, fees will not be charged. If the service that is provided does not meet the required hourly threshold, the amount due will be reduced according to the service that was completed and any unearned fee will be refunded to the client. Fees may be negotiable in certain cases and will be paid by debit card, credit card, electronic funds transfer or check. Clients have the option to purchase investment products that are recommended to clients through other brokers or agents that are not affiliated with Adviser or investment adviser representative. This service may be terminated with 30 days' notice. Fees for services up to the date of termination will be billed, any deliverables will be provided, and no further fees will be charged. Financial planning fees will not be charged for planning services provided related to managed accounts.

For Clients residing in Washington, Pursuant to WAC 460-24A-106(1)(b)(ii), 460-24A-200(1)(cc) and WAC 460-24A-135, in all instances, the Adviser will send the client a written invoice, including the fee, the formula used to calculate the fee, the fee calculation itself, the time period covered by the fee, and, if applicable, the amount of assets under management on which the fee was based, and if the Adviser charges performance compensation, the client's cumulative net investment gain (or loss), and the amount of cumulative net investment gain above which the Adviser will receive performance compensation. Also, the Adviser will include the name of the custodian(s) on your fee invoice. If no service is provided to the client, no fees will be charged. The Adviser will send these to the client concurrent with the request for payment or payment of the Adviser's advisory fees. We urge the client to compare this information with the fees listed in the account statement. Adviser will maintain a copy of the invoice whether FPWM or an outside manager sends the invoice to Clients.

In computing the market value of any investment contained in the account, each security listed on any national securities exchange shall be valued at the last quoted sale price on the valuation date on the principal exchange on which such security is traded. Any other security or asset shall be valued in a manner determined consistent with FPWM's fiduciary duty to reflect its fair market value. For securities not listed on a public exchange, we will contact any associated vendors and custodians to work with them on obtaining the necessary information in order to provide an evaluation for the security. Clients may contact FPWM if they are concerned with valuation for assets not listed on a public exchange.

Retirement Planning Services

FPWM uses the following fee schedule for company 401(k) plans. Fees can be negotiable.

| Account Value | Annual Advisory Fee |
|---------------------------|---------------------|
| \$0 - \$249,999 | 0.75% |
| \$250,000 - \$499,999 | 0.45% |
| \$500,000 - \$999,999 | 0.30% |
| \$1,000,000 - \$1,999,999 | 0.25% |

Fees are paid in arrears on a quarterly basis and will be based upon the balance at the end of the quarter. Fees may be paid by electronic funds transfer or check.

Other Types of Fees and Expenses

Our fees are exclusive 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. Benjamin Holzhauser and Jeremy Morris are currently licensed insurance agents, which creates a conflict of interest, however, they no longer sell any insurance products, and are not affiliated with any insurance companies. After expiration, both will be letting their insurance licenses lapse. Please see Item 10 below for more detail.

CCR Section 260.238(j) Disclosure Please note, lower fees for comparable services may be available from other sources.

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

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

Item 7: Types of Clients

We provide financial planning and investment management services to individuals, businesses, trusts, estates and general organizations.

We do not have a minimum account size requirement.

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

Investment strategies used by FPWM when formulating investment advice and managing assets include the implementation of strategic asset allocation. Investing in securities involves risk of loss that clients should be prepared to bear. Past performance does not guarantee future results.

Like any investment strategy, the implementation of strategic asset allocation involves material risks. Such material risks can include but aren't limited to:

- Investing for a long-term period will expose a client’s account to short-term fluctuations in the market and the behavioral impulse to make trading decisions based on such short-term market fluctuations. FPWM does not condone short-term trading in an attempt to “time” the market, and instead promotes the necessity to remain committed to the client’s financial plan and goals. Long-term investing can expose clients to risks borne out of changes to interest rates, inflation, general economic conditions, market cycles, geopolitical shifts, and regulatory changes.
- Investing in mutual funds and exchange-traded funds (ETFs) does not guarantee a return on investment and shareholders of these funds may lose principal of their investments. Mutual funds and ETFs invest into underlying securities that comprise the fund; as such, clients are exposed to the risks that arise from underlying securities of these funds. These funds also charge internal expenses to their shareholders (may include management fees, administration fees, shareholder servicing fees, sales loads, redemption fees, and other fees and expenses), and will subtract from a fund’s potential market appreciation. ETF investing is different from a mutual fund in that shares are not redeemable at NAV, but instead are traded like stocks on the open market. Due to this attribute, ETFs may fluctuate in value throughout the day and investors will be subject to the cost associated with the bid-ask spread.
- Clients are encouraged to carefully read the prospectus of any mutual fund or ETF to be purchased for investments to obtain a full understanding of its respective risks and costs.
- There can be no assurance that an advisor with FPWM will timely or accurately fulfill asset allocation decisions, or that its recommended portfolio will achieve its intended investment objectives. Additionally, advisors with FPWM are dependent on the skills and service of a limited number of investment professionals. In the event such investment professionals terminate their relationship with an advisor (whether voluntarily or involuntarily), it could jeopardize the advisor’s ability to meet its contractual commitment to FPWM and carry out its advisory and administrative services.

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. We may use an ETF or mutual fund that tracks commodity futures contracts. The value of the shares of the fund in these cases relate directly to the value of futures contracts and other assets held by these funds and any fluctuations in the value of these assets could adversely affect an investment in the fund's shares.

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.

Turnover Risk: At times, the strategy may have a portfolio turnover rate that is higher than other strategies. A high portfolio turnover would result in correspondingly greater brokerage commission expenses and may result in the distribution of additional capital gains for tax purposes. These factors may negatively affect the account's performance.

Limited markets: Certain securities may be less liquid (harder to sell or buy) and their prices may at times be more volatile than at other times. Under certain market conditions, we may be unable to sell or liquidate investments at prices we consider reasonable or favorable or find buyers at any price.

Concentration Risk: Certain investment strategies focus on particular asset-classes, industries, sectors or types of investment. From time to time these strategies may be subject to greater risks of adverse developments in such areas of focus than a strategy that is more broadly diversified across a wider variety of investments.

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.

Legal or Legislative Risk: Legislative changes or Court rulings may impact the value of investments, or the securities' claim on the issuer's assets and finances.

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.

Commercial Paper is, in most cases, an unsecured promissory note that is issued with a maturity of 270 days or less. Being unsecured the risk to the investor is that the issuer may default.

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.

Corporate Bonds are debt securities to borrow money. 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 factors such 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.

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) the ETF may employ an investment strategy that utilizes high leverage ratios; or (iii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are de-listed 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 the Clients invest.

Mutual Funds: When a Client invests in open-end mutual funds or ETFs, 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

Criminal or Civil Actions

FPWM and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

FPWM and its management have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

FPWM and its management have not been involved in legal or disciplinary events that are material to a Client's or prospective Client's evaluation of FPWM or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

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

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

FPWM does not have any related parties. As a result, we do not have a relationship with any related parties.

FPWM 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.

Jeremy Morris is currently a licensed insurance agent, however, he no longer sells any insurance products, and is not affiliated with any insurance companies. Jeremy Morris will not sell any insurance products to clients or prospective clients of FPWM.

Benjamin Holzhauser is currently a licensed insurance agent, however, he no longer sells any insurance products, and is not affiliated with any insurance companies. Benjamin Holzhauser will not sell any insurance products to clients or prospective clients of FPWM.

FPWM will not select other advisors for our clients.

Disclosure of Material Conflicts

All material conflicts of interest under *CCR Section 260.238(k)* are disclosed regarding FPWM, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

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

As a fiduciary, we have a duty to put the Client's interest first which includes, but is not limited to, a duty of care, loyalty, obedience, and utmost good faith. 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 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

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 matters shall reflect the 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.

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” do not invest in the same securities, or related securities, e.g., warrants, options or futures, which we recommend to Clients.

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

Because our firm and its “related persons” do not invest in the same securities, or related securities, e.g., warrants, options or futures, which we recommend to Clients, we do not trade in securities at or around the same time as Clients.

Item 12: Brokerage Practices

Factors Used to Select Custodians and/or Broker-Dealers

Five Pine Wealth Management does not have any affiliation with Broker-Dealers. Specific custodian recommendations are made to the Client based on their need for such services. We recommend custodians based on the reputation and services provided by the firm.

In recommending broker-dealers, we have an obligation to seek the “best execution” of transactions in Client accounts. The determinative factor in the analysis of best execution is not the lowest possible commission cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of the broker-dealer’s services. The factors we consider when evaluating a broker-dealer for best execution include, without limitation, the broker-dealer’s:

- Execution capability;
- Commission rate;
- Financial responsibility;
- Responsiveness and customer service;
- Custodian capabilities;
- Research services/ancillary brokerage services provided; and
- Any other factors that we consider relevant.

With this in consideration, our firm recommends Charles Schwab & Co., Inc. (“Schwab”), an independent and unaffiliated SEC registered broker-dealer firm and member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investor Protection Corporation (“SIPC”). Although clients may request us to use a

broker-dealer of their choosing, we generally recommend that clients open brokerage accounts with Schwab. We are not affiliated with Schwab. The Client will ultimately make the final decision of the Custodian to be used to hold the Client's investments by signing the selected broker-dealer's account opening documentation.

1. Research and Other Soft-Dollar Benefits

Our qualified custodian(s) used for investment management may provide us with certain brokerage and research products and services that qualify as "brokerage or research services" under Section 28(e) of the Securities Exchange Act of 1934 ("Exchange Act"). This is commonly referred to as a "soft dollar" arrangement. These research products and/or services will assist us in our investment decision making process. Such research generally will be used to service all of our client accounts, but brokerage charges paid by the client may be used to pay for research that is not used in managing that specific client's account.

2. Brokerage for Client Referrals

We receive no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

We do recommend a specific custodian for Clients to use, however, Clients may custody their assets at a custodian of their choice. Clients may also direct us to use a specific broker-dealer to execute transactions. By allowing Clients to choose a specific custodian, we may be unable to achieve the most favorable execution of Client transaction and this may cost Clients money over using a lower-cost custodian.

The Custodian and Brokers We Use (Charles Schwab)

The custodian and brokers we use maintain custody of your assets that we manage, although we may be deemed to have limited custody of your assets due to our ability to withdraw fees from your account (see Item 15 – Custody, below).

Your brokerage and custody costs: For our clients' accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Certain trades (for example, many mutual funds and ETFs) may not incur Schwab commissions or transaction fees. Schwab is also compensated by earning interest on the uninvested cash in your account in Schwab's Cash Features Program.

Products and services available to us from Schwab: Schwab Advisor Services is Schwab's business serving independent investment advisory firms like us. They provide our clients and us with access to their institutional brokerage services (trading, custody, reporting and related services), many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us. Following is a more detailed description of Schwab's support services:

Services that benefit you: Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Services that may not directly benefit you: Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account.

These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

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

Services that generally benefit only us: Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession

FPWM Schwab Intelligent Portfolios™ Program FPWM may also utilize for certain lower asset balance clients the Institutional Intelligent Portfolios™ Program platform sponsored by Schwab Wealth Investment Advisory, Inc. (the "Program" and "SWIA," respectively). SWIA is an unaffiliated SEC registered third party service provider which offers an electronic algorithms platform which ensures client portfolios are aligned with the client's investment objective and risk tolerance via model portfolios. Under this automated investment advisory program, trading and rebalancing is determined via an algorithm based on model portfolios created by FPWM, with cash flows and dividends used to keep the portfolio in balance. Also referred to as "robo-advisory services", SWIA provides FPWM with the technology platform to automate the management of portfolios of ETFs and mutual fund securities, provides sub-advisory services and acts in a discretionary capacity to the client's account. Any clients that use the Program will receive the SWIA Program Disclosure Brochure ("Program Disclosure Brochure") from SWIA which includes a more detailed description and additional information.

FPWM may also participate in the Schwab Advisor Services (SAS) services program offered to independent investment advisors by Charles Schwab & Company, Inc., ("Schwab") Schwab and is an unaffiliated SEC-registered broker dealers and FINRA/SIPC member broker dealers. Each offer to independent advisors, services which include custody of securities, trade execution, clearance and settlement transactions. For clients participating in the Schwab Intelligent Portfolios™ Program, clients will utilize the brokerage services of Charles Schwab & Co., Inc. ("CS &Co") offered to independent investment advisors. CS&Co is also FINRA member and member of SIPC Aggregating (Block) Trading for Multiple Client Accounts.

The Custodian and Brokers We Use (Altruist)

For the benefit of no commissions or transaction fees, fully digital account opening, a large variety of security options and complete integration with software tools, Five Pine Wealth Management recommends Altruist Financial LLC, an unaffiliated SEC-registered broker dealer and FINRA/SIPC member, as the introducing broker to Apex Clearing Corporation, an unaffiliated SEC-registered broker dealer and FINRA/SIPC member, as the clients' custodian.

Five Pine Wealth Management does not receive any research or other soft-dollar benefit by nature from its relationship with Altruist Financial LLC, nor does Five Pine Wealth Management receive any referrals in exchange for using Altruist Financial LLC as a broker dealer.

Aggregating (Block) Trading for Multiple Client Accounts

Investment advisers may elect to purchase or sell the same securities for several clients at approximately the same time when they believe such action may prove advantageous to clients. This process is referred to as aggregating orders, batch trading or block trading. We do not engage in block trading. It should be noted that implementing trades on a block or aggregate basis may be less expensive for client accounts; however, our trading policy is to implement all client orders on an individual basis. Therefore, we do not aggregate or “block” client transactions. Considering the types of investments we hold in advisory client accounts, we do not believe clients are hindered in any way because we trade accounts individually. This is because we develop individualized investment strategies for clients and holdings will vary. Our strategies are primarily developed for the long-term and minor differences in price execution are not material to our overall investment strategy.

TAMPs used by FPWM may block Client trades at their discretion. Their specific practices are further discussed in their ADV Part 2A, Item 12.

Item 13: Review of Accounts

FPWM, will work with Clients to obtain current information regarding their assets and investment holdings and will review this information as part of our financial planning services. FPWM does not provide specific reports to financial planning Clients, other than financial plans.

Client accounts with the Investment Advisory Service will be reviewed regularly on a quarterly basis by either Ben Holzhauser, President and Chief Compliance Officer, or Jeremy Morris, Vice-President. 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.

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.

FPWM will not provide written reports to Investment Advisory Clients in addition to those provided by the custodian.

Item 14: Client Referrals and Other Compensation

We do not receive any economic benefit, directly or indirectly, from any third party for advice rendered to our Clients other than those disclosed in item 12. Nor do we, directly or indirectly, compensate any person who is not advisory personnel for Client referrals.

Item 15: Custody

FPWM does not accept custody of Client funds except in the instance of withdrawing Client fees.

For Client accounts in which FPWM directly debits their advisory fee:

- i. FPWM 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 FPWM, permitting them to be paid directly for their accounts held by the custodian.

Clients should receive at least quarterly statements from the broker-dealer, bank or other qualified 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 invoices and account statements or reports that we may provide to you.

Item 16: Investment Discretion

For those Client accounts where we provide Investment Management Services, we maintain 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 or more in advance.

Item 19: Requirements for State-Registered Advisers

Principal Officers

Benjamin Holzhauser and Jeremy Morris serve as FPWM's sole principals. Information about their education, business background, and outside business activities can be found on his ADV Part 2B, Brochure Supplement attached to this Brochure.

Outside Business

Benjamin Holzhauser is not involved in outside business activities.

Performance-Based Fees

Neither FPWM nor Benjamin Holzhauser nor Jeremy Morris are compensated by performance-based fees.

Material Disciplinary Disclosures

No management person at FPWM 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

FPWM nor Benjamin Holzhauser or Jeremy Morris have any relationship or arrangement with issuers of securities.

Five Pine Wealth Management

210 E. Sherman Ave. Suite 204
Coeur d'Alene , Idaho 83814
(877) 333-1015

Dated July 11th, 2022

Form ADV Part 2B – Brochure Supplement Benjamin Holzhauser

For

Benjamin Holzhauser 6166950

President and Chief Compliance Officer

This brochure supplement provides information about Benjamin Holzhauser that supplements Five Pine Wealth Management (“FPWM”) brochure. A copy of that brochure precedes this supplement. Please contact Benjamin Holzhauser if the FPWM brochure is not included with this supplement or if you have any questions about the contents of this supplement.

Additional information about Benjamin Holzhauser is available on the SEC’s website at www.adviserinfo.sec.gov which can be found using the identification number 6166950.

Item 2: Educational Background and Business Experience

Benjamin Holzhauser

Born: 1987

Educational Background

- 2012 – Master of Science (MSc) in History, University of Edinburgh
- 2010 – Bachelor of Arts in History, University of California, Riverside

Business Experience

- 10/2021– Present, Five Pine Wealth Management, President and CCO
- 04/2017 – 01/2022, Centaurus Financial, Inc., Registered Representative
- 04/2017 – 04/2017, MVP REIT II, Consultant
- 10/2016 – 03/2017, Triton Pacific Securities, Registered Representative, Vice-President Midwest Region
- 03/2014 – 10/2016, MVP American Securities, Regional Vice-President
- 02/2015 – 10/2016, MVP American Securities, Registered Representative
- 07/2013 – 10/2015, MVP Realty Advisors, Marketing Director
- 02/2013 – 07/2013, MVP American Securities, Marketing Coordinator
- 08/2011 – 01/2013, University of Edinburgh, Graduate Student

Item 3: Disciplinary Information

No management person at Five Pine Wealth Management 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

Benjamin Holzhauser is not involved in outside business activities.

Item 5: Additional Compensation

Benjamin Holzhauser does not receive any economic benefit from any person, company, or organization, in exchange for providing Clients advisory services through FPWM.

Item 6: Supervision

Benjamin Holzhauser, as President and Chief Compliance Officer of FPWM will be supervising his own activities and no one else will be supervising him. He may be contacted at the phone number on this brochure supplement.

Item 7: Requirements for State Registered Advisers

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

Five Pine Wealth Management

210 E. Sherman Ave. Suite 204
Coeur d'Alene , Idaho 83814
(877) 333-1015

Dated July 11th, 2022

Form ADV Part 2B – Brochure Supplement Jeremy Morris

For

Jeremy Morris 6714459

Vice-President

This brochure supplement provides information about Jeremy Morris that supplements Five Pine Wealth Management (“FPWM”) brochure. A copy of that brochure precedes this supplement. Please contact Jeremy Morris if the FPWM brochure is not included with this supplement or if you have any questions about the contents of this supplement.

Additional information about Jeremy Morris is available on the SEC’s website at www.adviserinfo.sec.gov which can be found using the identification number 6714459.

Item 2: Educational Background and Business Experience

Jeremy Morris

Born: 1979

Educational Background

- 2016 – Master of Business Administration, Oregon State University
- 2014 – Bachelors of Science in Economics, Oregon State University

Business Experience

- 10/2021 – Present, Five Pine Wealth Management, Vice President
- 02/2017 – 01/2022, Centaurus Financial, Inc., Registered Representative
- 01/2001 – 12/2019, Metronomix Inc., Owner

Item 3: Disciplinary Information

No management person at Five Pine Wealth Management 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

Jeremy Morris is not involved with outside business activities.

Item 5: Additional Compensation

Jeremy Morris does not receive any economic benefit from any person, company, or organization, in exchange for providing Clients advisory services through FPWM.

Item 6: Supervision

Benjamin Holzhauser, as President and Chief Compliance Officer of FPWM, is responsible for supervision. He may be contacted at the phone number on this brochure supplement.

Item 7: Requirements for State Registered Advisers

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