

Part 2A of Form ADV: Firm Brochure

Form ADV, Part 2A, Item 1

Cover Page



Prevail Financial Partners, LLC

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**FORM ADV PART 2
FIRM BROCHURE**

This brochure provides information about the qualifications and business practices of Prevail Financial Partners, LLC. If you have any questions about the contents of this brochure, please contact us at (651) 289-6683. 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 Prevail Financial Partners, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Prevail Financial Partners, LLC is 299552.

Prevail Financial Partners, LLC is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Material Changes

Prevail Financial Partners, LLC was established as a new Registered Investment Advisor in March 2019 under the State of Minnesota rules and regulations.

The following material changes have been made since the last Annual Update filing on January 22, 2024:

- None

Table of Contents

Advisory Business..... 4

Fees and Compensation..... 5

Performance-Based Fees and Side-By-Side Management.....7

Types of Clients..... 7

Methods of Analysis, Investment Strategies, and Risk of Loss.....8

Disciplinary Information..... 9

Other Financial Industry Activities and Affiliations..... 9

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading..... 9

Brokerage Practices.....10

Review of Accounts..... 11

Client Referrals and Other Compensation.....12

Custody..... 12

Investment Discretion..... 12

Voting Client Securities.....13

Financial Information..... 13

Requirements for State-Registered Advisers..... 13

Advisory Business

Prevail Financial Partners, LLC (hereinafter called “PFP”) is a Registered Investment Adviser based in Stillwater, Minnesota, and incorporated under the laws of the State of Minnesota. PFP is wholly owned by Jesse Sell. PFP is registered with the State of Minnesota and is subject to its rules and regulations. Founded in March 2019, PFP provides investment advisory services, which may include, but are not limited to, the review of client investment objectives and goals, recommending asset allocation strategies of managed assets among investment products such as cash, stocks, options, mutual funds, bonds, annuities and/or preparing written investment strategies. Our investment advice is tailored to meet our clients’ needs and investment objectives. Clients may impose restrictions on investing in certain securities or types of securities (such as a product type, specific companies, specific sectors, etc.) by providing a signed and dated written notification, of which an e-mail is also an acceptable form of notification. PFP also provides financial planning consulting services including, but not limited to, risk assessment/management, investment planning, estate planning, financial organization, or financial decision making/negotiation.

PFP provides investment advisory and other financial services through its Investment Advisory Representatives ("IAR") to accounts opened with PFP. Managed Accounts are available to individuals and high net worth individuals.

PFP provides non-discretionary investment advisory services to some of its clients through various managed account programs. PFP will assist clients in determining the suitability of the Managed Account Programs for the client. The IAR is compensated through a comprehensive single fee and the account may be assessed other charges associated with conducting a brokerage business. PFP and its IAR, as appropriate, will be responsible for the following:

- Performing due diligence
- Recommending strategic asset and style allocations
- Providing research on investment product options, as needed
- Providing client risk profile questionnaire
- Obtaining investment advisory contract from client with required financial, risk tolerance, suitability and investment vehicle selection information for each new account
- Performing client suitability check on account documentation, review the investment objectives and evaluate the investment vehicle selections
- Providing Firm Brochure (this document)

PFP may recommend a Wrap Fee Program for the client’s account(s). A “Wrap Fee Program” for purposes of the SEC is a program under which investment advisory and brokerage execution services are provided for a single “wrapped” fee that is not based on the transactions in a client account. PFP provides non-discretionary investment advisory services to some of its clients through a Wrap Fee Program. PFP will assist clients in determining the suitability of the Wrap

Fee Program for the client. Wrap Fee Program accounts recommended by PFP are not managed differently from non-Wrap Fee Program accounts. Because brokerage execution costs are included in the client’s overall advisory fee, the client’s fee may be greater than those that have accounts in non-Wrap Fee Program accounts, however fees will not exceed the fee schedule stated in PFP’s Wrap Fee Brochure. All clients with Wrap Fee Program accounts will be provided with PFP’s Wrap Fee Brochure. This Brochure is focused on non-Wrap Fee Program accounts.

PFP offers a clearing platform to execute securities business for investment advisory services, including Wrap Fee Program services, through Charles Schwab & Co., Inc. Member FINRA/SIPC (“Schwab”). Please see Item 12 – Brokerage Practices for additional information.

As of January 16, 2025, Prevail Financial Partners, LLC has \$0 assets of under discretionary management and \$56,244,000 under non-discretionary management.

Form ADV, Part 2A, Item 5

Fees and Compensation

The following types of fees will be assessed:

Asset Management – Fees are charged in arrears and are based primarily on asset size and the level of complexity of the services provided. In individual cases, PFP has the sole discretion to negotiate fees that are lower than the standard fee shown or to waive fees. Fees are not based on the share of capital gains or capital appreciation of the funds or any portion of the funds. Comparable services for lower fees may be available from other sources. Fees for the initial month will be prorated based upon the number of calendar days in the calendar month that the advisory agreement is in effect. Fees are based on the average daily balance of the assets of the previous month. Annual fees range from .70% - 1.50%, depending on the amount of assets under management (“AUM”) – See chart below. Consulting services are included in these fees for asset management services with the exception of unique circumstances that may require a separate agreement for financial planning services (description and fees are discussed below). If the situation warrants separate financial planning fees, it will be discussed upfront, and a separate agreement will be negotiated.

Fee Schedule for Asset Management:

Total Account Value	Maximum Annual Advisory Fee
Under \$100,000	1.50%
\$100,001 – \$999,999	1.15%
\$1,000,000 - \$1,999,999	0.90%
\$2,000,000 or more	0.70%

If a higher breakpoint is reached due to market fluctuation, the lower fee will be effective only after the total investment value remains at that higher breakpoint level for 3 consecutive months.

As authorized in the client agreement, the account custodian withdraws Prevail Financial Partners, LLC's advisory fees directly from the clients' accounts according to the custodian's policies, practices, and procedures. The custodian in turn remits these fees to PFP. The custodial statement includes the amount of any fees paid to PFP for advisory services. Your custodian/broker-dealer does not verify the accuracy of fee calculations, so you should carefully review the custodian/broker-dealer's statement and verify the calculation of fees.

Fees are charged in arrears on a monthly basis, meaning that advisory fees for each month are charged on the fifth day of the following month. Clients may terminate investment advisory services obtained from PFP, without penalty, upon written notice within five (5) business days after entering into the advisory agreement with PFP. Thereafter, the client may terminate advisory services upon written notice delivered to and received by PFP. Clients who terminate investment advisory services during a month are charged a prorated advisory fee based on the date of PFP's receipt of client's written notice to terminate. Any earned but unpaid fees are immediately due and payable and any prepaid and unearned fees will be immediately refunded.

Financial Planning – Financial planning services are charged in advance through a fixed fee or hourly arrangement as agreed upon between the client and Prevail Financial Partners, LLC. There will never be an instance where \$500 or more in fees is charged six or more months in advance. Hourly fees are generally charged when the scope of services cannot be determined or if the services are limited to one meeting. Fixed fees are generally quoted to the client for longer-term consulting projects. Fees are negotiable and vary depending upon the complexity of the client situation and services to be provided. Hourly fees are a flat fee of \$275 per hour, similar financial planning services may be available elsewhere for a lower cost to the client. Fixed fees for longer-term consulting projects or ongoing services range from \$800 to \$3,000 per project, or annually if a retainer for ongoing services. An estimate for total hours and charges is determined at the start of the advisory relationship.

Typically, clients will be invoiced monthly for all the time spent by PFP as agreed upon by client or upon completion of the services if less than a month. Clients who wish to terminate the planning process prior to completion may do so with written notice. The client may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period by contacting Jesse Sell at (651) 289-6683. Upon receipt of written notification, any fee earned by PFP but unpaid at termination will immediately become due and payable. A client may terminate an advisory agreement without being assessed any fees or expenses within five (5) business days of its signing.

Additional Fees and Expenses

In addition to advisory fees paid to PFP as explained above, clients may pay custodial service, account maintenance, transaction, and other fees associated with maintaining the account. Some of these fees may be included in Wrap Fee Program accounts as described above in Item 4 – Advisory Services. These fees vary by broker and/or custodian. Clients should ask PFP for details on transaction fees or other custodial fees specific to their account, as these fees are not included in the annual advisory fee. These fees vary by broker and/or custodian. PFP does not share any portion of such fees. Additionally, for any mutual funds purchased, the client may pay their proportionate share of the funds' distribution, internal management, investment advisory

and administrative fees. Such fees are not shared with PFP and are compensation to the fund manager. Clients are urged to read the mutual fund prospectus prior to investing.

Mutual fund companies impose internal fees and expenses on clients. These fees are in addition to the costs associated with the investment advisory services as described above. Complete details of such internal expenses are specified and disclosed in each mutual fund company's prospectus. Clients are strongly advised to review the prospectus(es) prior to investing in such securities.

Mutual funds purchased or sold in broker-dealer accounts may generate transaction fees that would not exist if the purchase or sale were made directly with the mutual fund company. Mutual funds held in broker-dealer accounts also charge management fees. These mutual fund management fees may be more or less than the mutual fund management fees charged if the client held the mutual fund directly with the mutual fund company.

Clients may purchase shares of mutual funds directly from the mutual fund issuer, its principal underwriter, or a distributor without purchasing the services of PFP or paying the advisory fee on such shares (but subject to any applicable sales charges). Certain mutual funds are offered to the public without a sales charge. In the case of mutual funds offered with a sales charge, the prevailing sales charge (as described in the mutual fund prospectus) may be more or less than the applicable advisory fee. However, clients would not receive PFP's assistance in developing an investment strategy, selecting securities, monitoring performance of the account, and making changes as necessary.

Please refer to Item 12 "Brokerage Practices" of this brochure for additional information.

Form ADV, Part 2A, Item 6

Performance-Based Fees and Side-By-Side Management

Prevail Financial Partners, LLC does not charge performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Performance-based fees are fees that are based on a share of capital gains or appreciation of the assets of a client. Our fees are calculated as described in Fees and Compensation section above and are not charged on the basis of performance of your advisory account.

Form ADV, Part 2A, Item 7

Types of Clients

PFP offers investment advisory services to individuals and high net worth individuals. There is a \$100,000.00 minimum account size to open and maintain an advisory account.

Methods of Analysis, Investment Strategies, and Risk of Loss

PFP's methods of analysis and investment strategies incorporate the client's needs and investment objectives, time horizon, and risk tolerance. PFP is not bound to a specific investment strategy for the management of investment portfolios but rather consider the risk tolerance levels pre-determined gathered at the account opening, as well as on an on-going basis. Examples of methodologies that our investment strategies may incorporate include:

Asset Allocation – Asset Allocation is a broad term used to define the process of selecting a mix of asset classes and the efficient allocation of capital to those assets by matching rates of return to a specified and quantifiable tolerance for risk.

Dollar-Cost Averaging – Dollar-cost averaging is the technique of buying a fixed dollar amount of securities at regularly scheduled intervals, regardless of the price per share. This will gradually, over time, decrease the average share price of the security. Dollar-cost averaging lessens the risk of investing a large amount in a single investment at the wrong time.

Technical Analysis – involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks.

Long-Term Purchases – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Short-Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations.

Our strategies and investments may have unique and significant tax implications. Regardless of your account size or other factors, we strongly recommend that you continuously consult with a tax professional prior to and throughout the investing of your assets.

Investing in securities involves risk of loss that clients should be prepared to bear. Although we manage your portfolio with strategies and in a manner consistent with your risk tolerances, there can be no guarantee that our efforts will be successful. You should be prepared to bear the risk of loss.

All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends, and other distributions), and the loss of future earnings. These risks include market risk, interest rate risk, issuer risk, and general economic risk. Regardless of the methods of analysis or strategies suggested for your particular investment goals, you should carefully consider the nature of each of these risks.

Disciplinary Information

Prevail Financial Partners, LLC or its Principal Executive Officers, have not had any reportable disclosable events in the past ten years.

Other Financial Industry Activities and Affiliations

Jesse Sell, owner and sole IAR of PFP, is not currently registered with any broker dealer.

Neither PFP nor its representatives are registered as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

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

PFP's Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect client interests at all times and to demonstrate our commitment to fiduciary duties of honesty, good faith, and fair dealing. All of PFP's Associated Persons are expected to strictly adhere to these guidelines. Persons associated with Prevail Financial Partners, LLC are also required to report any violations to the Code of Ethics. Additionally, the firm maintains and enforces written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about our clients or client accounts by persons associated with our firm.

PFP and its employees may buy or sell securities that are also held by clients. It is the expressed policy of the advisor that no person employed by our firm purchase or sell any security prior to the transaction being implemented for an advisory account; therefore, preventing such employees from benefiting from transactions placed on behalf of the advisory clients.

The advisor may have an interest or position in a certain security, which may also be recommended to the client. As these situations may present a conflict of interest, the advisor has established the following restrictions in order to ensure its fiduciary responsibilities:

1. A director, officer or employee of the advisor shall not buy or sell a security for their personal portfolio(s) where their decision is substantially derived, in whole or part, by reason of his or her employment, unless the information is also available to the investing public. No owner/employee of PFP shall prefer their own interest to that of the client.
2. The advisor maintains a list of all securities held by the company and all directors, officers, and employees. These holdings are reviewed on a quarterly basis by the principal of the firm.

3. The advisor requires that all employees must act in accordance with all applicable Federal and State regulations governing registered investment advisors.
4. The advisor may block personal trades with those of clients and will ensure that clients are not at a disadvantage.

PFPP's Code of Ethics is available to you upon request. You may obtain a copy of our Code of Ethics by contacting Jesse Sell at (651) 289-6683.

Form ADV, Part 2A, Item 12

Brokerage Practices

In order for PFP to provide asset management services, we request you utilize the brokerage and custodial services of Charles Schwab & Co., Inc ("Schwab"). Schwab is an independent SEC-registered broker dealer and is separate and unaffiliated with PFP. Schwab offers services to independently registered investment advisors which include custody of securities, trade execution and clearance and settlement of transactions. The firm receives some benefits from Charles Schwab & Co., Inc., as described in greater detail below.

PFP evaluates broker dealer/custodians based on our projected AUM and the best fit for our business model. In considering which independent qualified custodian would be the best fit for PFP's business model, we evaluate the following factors, which is not an all-inclusive list:

- Financial strength
- Reputation
- Reporting capabilities
- Execution capabilities
- Pricing, and
- Types and quality of research

While you are free to choose any broker-dealer or other service provider, we recommend that you establish an account with a brokerage firm with which we have an existing relationship. Such relationships may include benefits provided to our firm, including, but not limited to research, market information, and administrative services that help our firm manage your account(s). These services may be provided for free or at a discount by Charles Schwab & Co., Inc. or third-party vendors. The benefits provided to PFP do not depend on the amount of brokerage transactions directed to Charles Schwab & Co., Inc. We believe that recommended broker-dealers provide quality execution services for our clients at competitive prices. Price is not the sole factor we consider in evaluating best execution. We also consider the quality of the brokerage services provided by the recommended broker-dealers, including the value of research provided, the firm's reputation, execution capabilities, commission rates, and responsiveness to our clients and our firm.

You may direct us in writing to use a particular broker-dealer to execute some or all of the transactions for your account. If you do so, you are responsible for negotiating the terms and arrangements for the account with that broker-dealer. We may not be able to negotiate

commissions, obtain volume discounts, or best execution. In addition, under these circumstances a difference in commission charges may exist between the commissions charged to clients who direct us to use a particular broker or dealer and other clients who do not direct us to use a particular broker or dealer.

PFP does not have any soft dollar arrangements.

PFP does not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

When PFP buys or sells the same security for two or more clients (including our personal accounts), we may place concurrent orders to be executed together as a single “block” in order to facilitate orderly and efficient execution. Each client account will be charged or credited with the average price per unit. We receive no additional compensation or remuneration of any kind because we aggregate client transactions. No client is favored over any other client. If an order is not completely filled, it is allocated pro-rata based on an allocation statement prepared by PFP prior to placing the order. Because of an order’s aggregation, some clients may pay higher transaction costs, or greater spreads, or receive less favorable net prices on transactions that would otherwise be the case if the order had not been aggregated. PFP may choose to aggregate orders for its proprietary or personnel’s accounts with those of its clients. PFP will receive no additional compensation or remuneration resulting from the aggregation of client transactions.

Form ADV, Part 2A, Item 13

Review of Accounts

Client accounts are reviewed at least quarterly by Jesse Sell, Principal Executive Officer of the firm. Jesse Sell reviews clients’ accounts with regards to their investment policies and risk tolerance levels. All accounts at PFP are assigned to this reviewer.

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

Each client will receive at least quarterly a written report that details the clients’ accounts which may come from the custodian.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by Jesse Sell, Principal Executive Officer of the firm. There is only one level of review and that is the total review conducted to create the financial plan.

Clients may be provided a one-time financial plan concerning their financial situation. After the presentation of the plan, there are no further reports. Clients may request additional plans or reports for a fee.

Client Referrals and Other Compensation

PFP does not compensate any individual or firm for client referrals. In addition, PFP does not receive compensation for referring clients to other professional service providers.

Custody

PFP does not have physical custody of any client funds and/or securities and does not take custody of client accounts at any time. Client funds and securities will be held with a bank, broker dealer, or other independent qualified custodian. However, by granting PFP written authorization to automatically deduct fees from client accounts, PFP is deemed to have limited custody. You will receive account statements from the independent, qualified custodian holding your funds at least quarterly. The account statement from your custodian will indicate the amount of advisory fees deducted from your account(s) each billing cycle. Clients should carefully review statements received from the custodian. PFP also provides monthly invoices detailing the manner and amount of advisory fees to all clients either electronically or via US Mail.

Standing Letters of Authorization - Some clients may execute limited powers of attorney or other standing letters of authorization that permit the Firm to transfer money from their account with the client's independent qualified Custodian to third-parties. This authorization to direct the Custodian may be deemed to cause our firm to exercise limited custody over your funds or securities and for regulatory reporting purposes, we are required to keep track of the number of clients and accounts for which we may have this ability. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate any transfers that may have taken place within your account(s) each billing period. You should carefully review account statements for accuracy.

Investment Discretion

The firm will not take discretion at any time. As such, the firm is required to obtain consent from the client prior to each transaction.

Voting Client Securities

We do not vote proxies on behalf of your advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of common stock or mutual funds, you are responsible for exercising your right to vote as a shareholder.

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 any electronic solicitation to vote proxies.

Financial Information

PPF is not required to provide financial information to our clients because we do not require or solicit prepayment of more than \$500 six or more months in advance.

Requirements for State-Registered Advisers

Principal Executive Officers and Management Persons Education and Business Background:

Jesse Sell
Managing Principal and CCO

Business Background:

Prevail Financial Partners, LLC, Managing Principal and CCO, MN, March 2019 - Present

Ameriprise Financial Services, Inc., Financial Advisor, MN, June 2008 – February 2019

Piper Jaffray Companies, Equity Trader, MN, February 1992 – March 2008

Educational Background:

University of St. Thomas, Opus College of Business, Bachelor of Arts in Business Administration – Financial Management, Graduated: 1989

Relevant Designations

CERTIFIED FINANCIAL PLANNER™ Practitioner (CFP®)

This program is sponsored by the CFP Board of Standards. Before applying for the CFP® Certification Examination, you need to meet the six course education requirements (or their equivalent) as set by CFP Board as well as a financial plan development course registered with CFP Board. Additionally, a bachelor's degree (or higher), or its equivalent, in any discipline, from an accredited college or university is required to attain CFP® certification. Additional requirements include successful completion of the CFP® Certification Examination, which tests your ability to apply your financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions. Because of the integrated nature of financial planning, however, each session may cover all topic areas (personal financial planning, risk management, income taxes, investments, retirement planning, and estate planning). In addition to the education requirements, there is an experience requirement, which is currently at least three years of qualifying full-time work experience in personal financial planning. There are additional requirements for candidates and registrants to pass Fitness Standards and a Background Check and to agree to abide by CFP Board's *Code of Ethics and Professional Responsibility*, *Rules of Conduct* and *Financial Planning Practice Standards*. Certificants must continue to meet continuing education requirements which presently include obtaining 30 hours of continuing education in selected subjects every two calendar years, including a two-hour CFP Ethics course. For more details, see www.cfp.net.

CHARTERED RETIREMENT PLANNING COUNSELOR (CRPC®)

Chartered Retirement Planning Counselor (CRPC) is a professional financial planning designation awarded by the College for Financial Planning. Individuals may earn the CRPC designation by completing a study program and passing a final multiple-choice examination. The CRPC program is developed with a focus on client-centered problem solving. Applicants gain in-depth knowledge of individuals' needs both before and after retirement. The College for Financial Planning describes the program as helping financial planners and advisers define and create a "road map for retirement" for their clients. Successful applicants earn the right to use the CRPC designation with their names for two years, which can improve job opportunities, professional reputation and pay. Every two years, CRPC professionals must complete 16 hours of continuing education and pay a small fee to continue using the designation.

None of the Principal Executive Officers and Management persons listed have had any complaints or any events required to be disclosed in this section.

Neither Prevail Financial Partners, LLC nor any of its Management persons have any relationships or arrangements with any issuers of securities.