

Part 2B of Form ADV: *Brochure Supplement*

Stephen P Wetzel
Thomas J Schneberger

Prometheus Capital Management Corp.

30 South Main Street
Yardley, PA 19067

Telephone: 215-321-9312
Email: swetzel@prometheuscaptial.net
Web Address: www.procap.net

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This brochure supplement provides information about the individual(s) listed above that supplements the Prometheus Capital Management Corp. brochure. You should have received a copy of that brochure. Please contact Stephen P Wetzel, CFP® if you did not receive Prometheus Capital Management Corp.'s brochure or if you have any questions about the contents of this supplement.

Additional information about the individual(s) listed above is available on the SEC's website at www.adviserinfo.sec.gov

Item 2 Educational, Background and Business Experience

Full Legal Name: Stephen P Wetzel

Born: 1959

Education

- State University of New York; BA Magna Cum Laude, Honors Economics; 1981
- New York University; MBA, Cum Laude, Finance and International Business; 1983

Business Experience

- Prometheus Capital Management Corp; President; from 1994 to Present
- The Investment Center Inc; Registered Representative; from 2011 to Present
- Hornor Townsend & Kent Inc; Registered Representative; from 1994 to 2011
- New York University School of Professional Studies; Adjunct Faculty Member; from 1991 to Present
- New York University School of Professional Studies; Professor of Financial Management ; from 2002 to Present
- New York University School of Professional Studies; Program Director - Financial Planning Program; from 2002 to 2017

Designations

Stephen P Wetzel has earned the following designation(s) and is in good standing with the granting authority:

- Certified Financial Planner (CFP) ; CFP Board of Standards; 1988

The program is administered by the Certified Financial Planner Board of Standards Inc. Those with the CFP® designation have demonstrated competency in all areas of finance related to financial planning. Candidates complete studies on over 72 topics, including stocks, bonds, taxes, insurance, retirement planning and estate planning. This designation requires a bachelor's degree. Also the candidate has to take five to seven required college-level courses (varies depending on the program) that focus on various areas of personal financial planning. The program represents 300 to 400 hours of study time and requires five to seven (varies depending on the program) closed-book, proctored exams. Candidates must also take and pass an arduous and comprehensive CFP certification exam. Additionally, candidates must complete three years (3) of full-time relevant personal financial planning experience and agree to adhere to the CFP Board's code of ethics and professional responsibility and financial planning standards.

Item 3 Disciplinary Information

Stephen P Wetzel has no reportable disciplinary history.

Item 4 Other Business Activities

Prometheus Capital Management Corp. is a Registered Investment Advisor. The primary business function is to assist individuals and businesses in meeting their life and financial goals and objectives through proper financial and estate planning, and using appropriate life goal strategies and risk management techniques (including, but not limited to, insurance) to do so.

To do so, the Certified Financial Planners at Prometheus Capital Management Corp, generally meet with people, gather their qualitative and quantitative data including goals and objectives, and build a comprehensive plan to assist the individuals to meet their goals and objectives.

When this process has been accomplished for our financial planning clients, we work with the clients to assist them in implementing their goals and objectives. This process often includes the clients investing in securities, buying insurance, or rearranging their current investment strategies to better accomplish their goals.

Since Prometheus Capital Management also offers Investment Advisory services for an asset management fee, there is an inherent conflict of interest in our role as financial planners who recommend clients invest in securities and/or insurance, and then offering these services to clients. This is similar to a doctor recommending a blood test to a patient, and then charging a fee to do the blood test for the patient. If the blood test is needed, then there is a conflict of interest, but it is managed by allowing to patient to obtain it at the doctor's office, or at an independent lab.

Given that this inherent conflict of interest could exist, Prometheus Capital Management Corp. has taken the following steps to put the client's interest first, when offering our financial planning services:

- (1) Before accepting a financial planning client, we discuss this potential conflict of interest with the client.
- (2) We make it clear that the client may implement the recommendations with anyone that they wish to, and with any other broker-dealer, insurance agent or broker, or discount broker that they would prefer to work with.
- (3) Our financial planning recommendations are specific in terms of asset allocations or types of insurance, including what features to look for in an insurance product or type of security (such as income producing). However, we do not recommend specific insurance companies, products, or funds or securities as part of our financial planning recommendations. We do make specific recommendations on what to hold, or sell on a client's existing investments or insurance. However, reallocation recommendations are not specific as to exact investments that only we offer. We believe that there are many ways to achieve one's goals and objectives and the clients should be given the option of how to implement our recommendations.
- (4) We encourage our clients to implement our recommendations wherever they see fit to. Many clients do choose us as the manager of their investments because of our relationships with them and their trust in us. However, they can implement our recommendations wherever, and with whomever, they want to. Our recommendations

can be implemented by the clients themselves, or with other professionals. This gives the client the option to choose the best way to meet their financial goals and objectives. We often encourage clients to seek other suggestions on how to implement their goals and objectives, and only help them implement our recommendations if requested to.

- (5) As Certified Financial Planners, we are bound by the Certified Financial Planner's Code of Ethics, which clearly states the principles of Fairness, Objectivity, Integrity, Competence, Diligence, Confidentiality, and Professionalism. These principles help guide us to put the client's interests first and to address any potential conflicts of interest that might occur in the course of our working relationships with our clients.
- (6) Some clients choose to only use our financial planning services. They either implement our recommendations on their own, or with others. However, some clients choose to implement our recommendations through Prometheus Capital Management, or perhaps only request our investment advisory services without having used our financial planning services. We do not require Financial Advisory Clients to use our Investment Advisory Services or our Investment Advisory Clients to use our Financial Advisory Services.
- (7) If a client does want to have us help them implement their investment recommendations, we further offer two types of services to them so that the client has the choice of what service makes the most sense to them, and best suits their needs. Prometheus Capital Management Corp will offer Investment Advisory Services through an Asset Management Fee arrangement primarily using the services of Charles Schwab or American Funds (for 529 plans). However, if the client wishes to work with some of the investment advisor representatives in their roles as registered representatives instead, the client may work with Stephen P. Wetzel in his role as a Registered Representative with The Investment Center (A FINRA Broker Dealer). These clients pay a commission to the broker-dealer, some of which is then used to compensate Mr. Wetzel for his role in assisting in, or monitoring of, the investments the clients have purchased this way.
- (8) Clients DO NOT pay both Investment Advisory Fees and Brokerage Commissions on the same assets, at the same time, to Prometheus Capital Management Corp or its associated persons. The client has a choice between the two investment implementation options, so they can choose which option makes sense if they do choose us for investment implementations. All fees and commissions are disclosed up-front and clients are made aware of the benefits and drawbacks of working with Mr. Wetzel in the capacity as an Investment Advisory Representative or Registered Representative. Our goal is to give quality investment options to our clients and let them choose the method of how to compensate us for doing so in the manner that makes the most sense for them. This allows us to manage inherent conflicts of interest to the benefit of our clients.
- (9) Sometimes clients ask us to implement insurance strategies for them. If asked to do so, Mr. Wetzel will review products from many insurance companies (sometimes as many as a dozen companies, depending on the insurance need) and choose one or two of the most appropriate products for our clients. By retaining their independence and numerous insurance company and brokerage relationships, Mr. Wetzel is able to shop around and choose the best product for clients who ask them to do so.

A. Investment-Related Activities

Stephen P Wetzel is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

Stephen P Wetzel is a registered representative of The Investment Center, Inc. (TIC) a FINRA Broker Dealer. These services are provided for separate and typical compensation. Some transactions may provide commissions to Mr Wetzel, while others have no sales charge. Clients are not obligated to implement transactions through The Investment Center or engage Mr Wetzel when implementing recommendations. Clients shall have total freedom to execute securities transactions with any company of their choice. Full disclosure will be given when Mr Wetzel will be acting as a registered representative in a securities transaction on a commissioned or noncommissioned basis.

Investment Advisory Services are only offered through Prometheus Capital Management Corp., which is independent of The Investment Center, Inc.

In evaluating whether to recommend or require that clients use TIC for their brokerage transactions, we may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely on the nature, cost or quality of custody and brokerage services provided by TIC, which may create a potential conflict of interest.

Stephen P Wetzel receives commissions, bonuses or other compensation on the sale of securities, or other investment products.

Securities commissions are fully disclosed via securities prospectus' schedule of sales charges (where applicable) or on the trade confirmation sheet provided by the broker/dealer.

Clients shall have total freedom to execute securities transactions or purchase investment products with any company of their choice and are not obligated in any way to purchase securities or investment products from Mr Wetzel.

- Insurance company or agency

Mr. Wetzel is an agent for numerous insurance companies including but not limited to: John Hancock, Genworth, Banner Life, Penn Mutual, Prudential, and MetLife, etc. Mr. Wetzel may offer to sell insurance products and may receive commission on the sale of such products. These services are provided by Mr. Wetzel for separate and typical compensation. Clients shall have total freedom to execute insurance transactions with any company of their choice as part of the plan implementation process.

Typically if a client does wish to maintain relationships with their existing insurance agent, we may still advise the client for their insurance needs as part of the financial planning or consulting fee. If the client desires an insurance agent Mr Wetzel can work in that capacity.

Full disclosure will be given when Mr Wetzel will be acting as an agent in an insurance transaction on a commissioned or noncommissioned basis. He is not a captive agent for any insurance company and client will have the freedom to choose among insurance companies of their choice to implement their insurance needs.

Prometheus Capital Management Corp., is independent from the above listed insurance companies.

B. Non Investment-Related Activities

Mr. Wetzel teaches and coordinates the Certificate in Financial Planning program at NYU School of Professional Studies and occasionally gives speeches and seminars, writes articles and essays about financial planning and investments. This constitutes 10% of his time.

Item 5 Additional Compensation

Stephen P Wetzel does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Supervisor: Stephen P Wetzel

Title: President

Phone Number: 215-321-9312

Prometheus Capital Management Corp requires that all those involved in determining or giving investment advice must adhere to the Prometheus Capital Management Corp. Code of Ethics as well as the Certified Financial Planner Board of Standards Inc. Ethics Principles. The Code of Ethics Principles expresses the recognition of the Advisor representative's responsibility to the public, to clients, to colleagues and to employers. The Principles include Integrity, Objectivity, Competence, Fairness, Confidentiality, Professionalism and Diligence. A copy of the Code of Ethics and Supervisory practices is in our Investment Adviser Policy & Procedures Manual which is available to current and prospective clients upon request.

Prometheus Capital Management Corp. has adopted various procedures to implement the firm's policy, reviews and internal controls to monitor and ensure the firm's supervision policy is observed, implemented properly and amended or updated, as appropriate which includes the following:

- Designation of a Chief Compliance Officer as responsible for implementing and monitoring the firm's compliance policies and procedures.
- An Annual Compliance Meeting and on-going and targeted compliance training.
- Procedures for screening the background of potential new employees.
- Initial training of newly hired employees about the firm's compliance policies.
- Adoption of these written policies and procedures with statements of policy, designated persons responsible for the policy and procedures designed to implement and monitor the firm's policy.
- Annual review of the firm's policies and procedures by the Compliance Officer and senior management.
- Periodic reviews of employees' activities, e.g., personal trading.

- Annual written representations by employees as to understanding and abiding by the firm's policies.
- Supervisory reviews and sanctions for violations of the firm's policies or regulatory requirements.

Stephen P. Wetzel, as the Compliance Officer, has the overall responsibility for administering, monitoring and testing compliance with Prometheus Capital Management Corp.'s policies and procedures. Possible violations of these policies or procedures will be documented and reported to the appropriate department manager for remedial action. Repeated violations, or violations that the Compliance Officer deems to be of serious nature, will be reported by the Compliance Officer directly to the President, or a similarly designated officer, and/or the Board of Directors for remedial action.

Item 2 Educational, Background and Business Experience

Full Legal Name: Thomas J Schneberger

Born: 1947

Education

- Saint Joseph's University; MS, Financial Services; 2008
- Montclair State University; BA, Accounting; 1973

Business Experience

- Prometheus Capital Management Corp; Certified Financial Planner Professional ; from 2011 to Present
- TJS Financial Services; Owner; Accounting Consulting; from 2008 to 2011
- Wyeth Pharmaceuticals; Assistant Vice President - Accounting & Budgets; from 2002 to 2007

Designations

Thomas J Schneberger has earned the following designation(s) and is in good standing with the granting authority:

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- Certified Public Accountant (CPA) ; State Board of Accountancy ; 1976

The CPA designation is awarded by the State Board of Accountancy. To obtain the CPA designation, most states require 150 semester hours of education. This typically involves at least a bachelors degree in a related discipline. In addition to passing the CPA certification exam, candidates must typically complete qualifying work experience of at least 2 years and agree to the State Board of Accountancy's Code of Professional Conduct.

- Personal Financial Specialist (PFS); American Institute of Certified Public Accountants ; 2010

The PFS designation is awarded by the American Institute of Certified Public Accountants (AICPA) to those who have taken additional training and already have a CFP® designation. Every PFS credential holder is a licensed CPA and a member in good standing in the AICPA; has met strict education and eligible business experience requirements, including two (2) years of full time business or teaching experience in personal financial planning and has agreed to the AICPA Code of Professional Conduct.

Item 3 Disciplinary Information

Thomas J Schneberger has no reportable disciplinary history.

Item 4 Other Business Activities

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- (4) We encourage our clients to implement our recommendations wherever they see fit to. Many clients do choose us as the manager of their investments because of our relationships with them and their trust in us. However, they can implement our recommendations wherever, and with whomever, they want to. Our recommendations can be implemented by the clients themselves, or with other professionals. This gives the client the option to choose the best way to meet their financial goals and objectives. We often encourage clients to seek other suggestions on how to implement their goals and objectives, and only help them implement our recommendations if requested to.
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- (7) If a client does want to have us help them implement their investment recommendations, Prometheus Capital Management Corp will offer Investment Advisory Services through an Asset Management Fee arrangement primarily using the services of Charles Schwab or American Funds (for 529 plans).

A. Investment-Related Activities

1. Thomas J Schneberger is not engaged in any other investment-related activities.

2. Thomas J Schneberger does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Thomas J Schneberger is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Item 5 Additional Compensation

Thomas J Schneberger does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Supervisor: Stephen P Wetzel

Title: President

Phone Number: 215-321-9312

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- An Annual Compliance Meeting and on-going and targeted compliance training.
- Procedures for screening the background of potential new employees.
- Initial training of newly hired employees about the firm's compliance policies.
- Adoption of these written policies and procedures with statements of policy, designated persons responsible for the policy and procedures designed to implement and monitor the firm's policy.
- Annual review of the firm's policies and procedures by the Compliance Officer and senior management.
- Periodic reviews of employees' activities, e.g., personal trading.
- Annual written representations by employees as to understanding and abiding by the firm's policies.
- Supervisory reviews and sanctions for violations of the firm's policies or regulatory requirements.

Stephen P. Wetzel, as the Compliance Officer, has the overall responsibility for administering, monitoring and testing compliance with Prometheus Capital Management Corp.'s policies and procedures. Possible violations of these policies or procedures will be documented and reported to the appropriate department manager for remedial action. Repeated violations, or violations that the Compliance Officer deems to be of serious nature, will be reported by the Compliance Officer directly to the President, or a similarly designated officer, and/or the Board of Directors for remedial action.