

Advisory Services Brochure

Strategic Wealth Advisors Group, Inc.

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This brochure provides information about the qualifications and business practices of Strategic Wealth Advisors Group. If you have any questions about the contents of this Brochure, please contact us at (800) 736-9616. 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 Strategic Wealth Advisors Group is also available on the SECs website at www.adviserinfo.sec.gov.

ITEM 2: MATERIAL CHANGES TO THE SWAG ADVISORY SERVICES BROCHURE

The “Material Changes” section of the above noted brochure will be updated as changes occur during the year but no less than annually. You may also request this brochure at any time during the year by contacting your financial advisor at their office or the Chief Compliance Officer at (800) 736-9616.

This brochure has been updated. Below is a summary of the changes that were made since the September 5, 2013, brochure:

- In Item 4: Advisory Business section, information was added to reflect that SWAG offers three LPL sponsored managed account and asset allocation programs, which are the Model Wealth Program, the Optimum Market Program and the Personal Wealth Program.
- In Item 5: Fees and Compensation section, information was added regarding the fees received by SWAG and its IARs from LPL for the services provided to SWAG clients invested in the LPL sponsored programs.
- In Item 12: Brokerage Practices section, information was added to reflect that LPL performs the trading and account rebalancing for accounts in the LPL sponsored programs.
- In Item 9: Disciplinary Action section, information was added to reflect that an existing complaint was moved to arbitration against SWAG and one of its investment advisor representatives, Mr. Edward Stadjuhar. Details are contained in the ADV Part 1 and Mr. Stadjuhar’s Form U-4, which may be found at www.adviserinfo.sec.gov and www.finra.org respectively.
- In Item 14: Client Referrals and Other Compensation section, information was added to describe the conflicts surrounding the receipt of fees and other compensation by SWAG and its IARs for services provided to clients invested in the LPL programs, along with information on how SWAG and its IARs address such conflicts.

Full Brochure Available

Upon request a complete copy of our Firm Brochure is available. Please contact your investment advisor representative for a copy or you can contact the Chief Compliance Officer at 1-800-736-9616.

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ITEM 4: ADVISORY BUSINESS

FIRM DESCRIPTION

Strategic Wealth Advisors Group, Inc. (“SWAG”) is a Registered Investment Adviser with the United States Securities and Exchange Commission (“SEC”) offering investment advisory products and services to a variety of clients. SWAG was established with the SEC in July of 2006. (Please note being “registered” does not imply a certain level of skill or training.)

Services are offered through Investment Adviser Representatives (“IAR(s)”) of SWAG doing business under the following names: Strategic Wealth Advisors Group; Lighthouse Strategic Advisors; Mills Wealth Management Group; Viren and Associates; Dynamic Capital Management; JBT Financial; Stadjuhar Wealth Strategists; Kubin Financial Services; Equity Development; Rau Financial Strategies; American Financial Advisors; Dale Q. Rice Investment Management; Retirement Wealth Advisors; and Center for Financial Management.

IARs of SWAG may also act as registered representatives (“RR(s)”) and IARs of LPL Financial LLC. (“LPL”). SWAG is not affiliated with LPL. LPL is registered as both a broker-dealer and federal covered investment adviser.

SWAG’s total assets under management as of May 31, 2013, was \$560,822,202. The assets are broken down as follows: Discretionary: \$502,775,042 and Non-Discretionary: \$58,047,160.

SWAG receives approximately 95% of its total advisory billings from providing investment advisory and supervisory services. The remainder (5%) of SWAG’s billings is generated through furnishing advice through consultations and financial planning.

PRINCIPAL OWNER

James Herrington is the sole owner of Strategic Wealth Advisors Group.

DIRECT ASSET MANAGEMENT SERVICES

SWAG utilizes the services of various broker-dealers, such as asset allocation planning software, execution, clearing and custodial services, to provide comprehensive investment management of client assets (“Direct Asset Management Services”). The planning software enables SWAG IARs to utilize client risk tolerance assessment, efficient frontier plotting, fund profiling and performance data, as well as portfolio optimization and re-balancing tools.

SWAG offers Direct Asset Management Services to its advisory clients on both a non-discretionary and discretionary basis. SWAG’s IARs act as portfolio managers for these accounts. In a non-discretionary account, the IAR will recommend the purchase or sale of securities for review and approval by their

clients. The IARs will only purchase or sell securities which have been approved by clients in advance. Alternatively, clients may maintain an account on a discretionary basis if (1) the IAR of the account has been authorized by SWAG to manage accounts on a discretionary basis and (2) the client has granted discretionary authority to the IAR in the client advisory agreement. The purchase and sale of securities in such accounts does not require advance client approval.

SWAG portfolio managers work with their clients to identify their investment goals and objectives, risk tolerance and risk capacity, in order to create an initial portfolio allocation designed to complement the client's financial situation and personal circumstances. The overall investment portfolio(s) may consist of exchange-traded index funds, mutual funds, stocks, options, bonds, direct participation programs, alternative investments, and/or fee based variable annuity contracts. The investment strategies utilized and portfolios constructed and managed depend on the individual client's investment objectives and goals as provided to the IAR. Model portfolios, sub-advisers, options, and/or margin may be used as a part of this strategy. However, each client has the opportunity to place reasonable restrictions on the type of investments to be held in the portfolio. The IAR may periodically change the allocation of the client's account to maintain either the strategic or tactical plan for the client. However, no changes are made to the initially agreed-upon asset allocation in nondiscretionary accounts without prior client review and consent.

Clients have ready access to their respective portfolio manager/IAR. Portfolio managers are not required to be available for unscheduled or unannounced visits by clients. However, portfolio managers are expected to periodically meet with clients and should generally be available to take client telephone calls on advisory-related matters.

Clients participating in Direct Asset Management Services may choose from a wrapped or non-wrapped pricing option.

LPL Managed Account and Asset Allocation Programs

SWAG offers the following LPL sponsored programs to its clients:

- *Model Wealth Portfolios (MWP)* – The MWP program is a managed mutual fund and exchange-traded fund (“ETF”) asset allocation program. Clients invest in one or more model portfolios designed by LPL's Research Department or a third-party investment strategist.
- *Optimum Market Portfolios (OWP)* The OMP program is a managed mutual fund asset allocation program. Clients invest in one or more model portfolios designed by LPL's Research Department, which consist of up to six Optimum Family of Funds.

Personal Wealth Portfolios (PWP) -The PWP program is a unified managed account program. Clients invest in one or more asset allocation portfolios designed by LPL's Research Department, which include a combination of mutual funds, ETFs, and investment models (“Models”) provided to LPL by third party money managers (“PWP Advisors”).

The Models typically consist of equity and fixed income securities, but may include mutual funds.

Under each program, LPL and SWAG provide ongoing investment advice to SWAG's clients in the program. Initially, a SWAG IAR will obtain necessary client financial data and assist the client in determining the appropriate program and asset allocation model(s) best suited for the client's overall investment objectives and guidelines. These programs may not be suitable for, and therefore not offered to, all SWAG clients.

Each client entering into an LPL sponsored account program will be provided a written disclosure brochure that outlines in detail the services provided and fees charged, along with other important information about the selected program. Clients should thoroughly read the brochure upon receipt.

ITEM 5: FEES AND COMPENSATION

Wrap Fee Option

The Wrap Fee Option allows the client to pay an all-inclusive fee for management, clearance, custody, and administrative services according to the following schedule. This may cost the client more or less than purchasing these products/services separately.

Wrap Fee Schedule

Total Account Value	Maximum Total Account Fee
Up to 499,999	2.75%
\$500,000 - \$1,999,999	2.50%
\$2,000,000 and above	2.00%

The account fee paid by the client for a Wrap Fee Account includes payment of all brokerage commissions and other trading costs of transactions affected through any of the participating custodians identified below. However, the fee would not include mark-ups, markdowns, or payment of brokerage commissions from transactions made by a broker-dealer other than those which are participating in the program. Such brokerage commissions, mark-ups or markdowns, and other costs would be charged to the client in addition to the advisory fee. Exchange fees would also not be included in the Wrap Fee. **Fees are subject to negotiation and may differ from the above schedule due to size of total estate, complexity, additional services needed, and time commitment.**

Non-Wrap Fee Option

As an alternative to the wrap pricing structure, clients who select the Non-Wrap Fee (unbundled) Option pay separate transaction charges and/or commissions in addition to the advisory and administrative fees. As a fee-based investment adviser, SWAG generally avoids investment vehicles that charge the client a

commission for their sale or purchase. However, if a commission is charged, this cost will be passed on to the client. Most brokers and custodians charge transaction fees to affect trades for a client's account. These fees are levied by the broker or custodian to cover their costs. SWAG does not share or participate in any transaction fees. Transaction fees vary by broker and/or custodian and may vary by IAR. Please ask your IAR for details on transaction fees and/or commissions specific to your account.

Non-Wrap Fee Schedule

Total Account Value	Maximum Total Advisory Fee
Up to \$499,999	2.55%
\$500,000 - \$1,999,999	2.30%
\$2,000,000 and above	1.80%

The account fee paid by the client for a Non-Wrap Fee Account does not include payment of all brokerage commissions and other trading costs of transactions affected through any of the participating custodians identified below. Such brokerage commissions, mark-ups or markdowns, and other costs would be charged to the client in addition to the advisory fee. **Fees are subject to negotiation and may differ from the above schedule due to size of total estate, complexity, additional services needed, and time commitment.**

LPL Sponsored Program Fees

The total program fees charged under these programs are fully outlined in the LPL disclosure brochure and the program agreement entered into between LPL, the client and SWAG. SWAG and its IARs receive a portion of the annual program fee for providing advisory services. The fee received by SWAG and its IARs is based on a negotiated percentage of the maximum program fee and varies depending on the extent of services being provided.

The program fees are negotiable and calculated by LPL at the beginning of each quarter based on the value of the client's assets invested in the program as of the close of business on the last day of the preceding quarter. LPL will deduct the full program fee from the client's program account as authorized by the client in the program agreement, unless other arrangements have been agreed to in writing, and will pay SWAG its advisory fee. LPL's refund policy is fully outlined in the LPL disclosure brochure for each program, which is provided to program clients and should be fully reviewed upon receipt.

Clients in the programs may also incur certain charges imposed by LPL or third parties other than SWAG in connection with investments made through the program account, including among others, the following types of charges: mutual fund 12b-1,

sub-transfer agent, networking and omnibus processing fees; fund management fees and administrative servicing fees; certain deferred sales charges on previously purchased mutual funds and other transaction charges and service fees; IRA and Qualified Retirement Plan fees; administrative servicing fees for trust accounts; and other taxes and charges required by law or imposed by exchanges or regulatory bodies. LPL, SWAG and SWAG IARs may receive all or a portion of certain of these third party fees. Further information regarding fees and charges assessed by any mutual fund held in a client's program account is outlined in the fund's prospectus and available upon request. Additionally, please refer to Item 14 – Client Referrals and Other Compensation for further details regarding fees.)

Consulting and Financial Planning Services

Investment Advisor Representatives of SWAG may provide consulting services as well as prepare and provide clients with a written financial plan designed to help them with their financial goals and investment objectives. Providing these services may necessitate that the client provide SWAG with personal data such as family records, budgeting, personal liability, estate information and additional financial goals. The services may include any or all of the following as requested and/or directed by the client: asset protection, tax planning, business succession, strategies for exercising stock options, cash flow, education planning, estate planning, multi-generational planning, wealth transfer, charitable gifting, long-term care and disability planning, retirement planning, insurance planning, asset allocation comparisons, and risk management.

Should a client choose to implement the recommendations contained in the plan, SWAG suggests the client work closely with his/her attorney, accountant, insurance agent, and/or RR. Implementation of these consulting recommendations or the financial plan recommendations is entirely at the client's discretion. The associated persons of SWAG are RRs of LPL, a registered broker-dealer. They are also licensed to sell life, health and group insurance. Clients are under no obligation to utilize services of associated persons in the purchase or sales of securities or insurance products. However, if transactions are conducted through LPL, then commissions may be earned on these services and/or products in addition to any advisory fees charged by SWAG.

Consulting services and financial planning services are charged through a fixed fee or hourly arrangement as agreed upon between the client and the SWAG IAR. Fees are negotiable and vary depending upon the complexity of the client situation and services to be provided. Fixed fees range from \$500 to \$20,000 depending on the complexity of the project and services. Hourly rates range from \$0 - \$400 per hour, depending on the experience and qualifications of the IAR. An estimate for total hours is determined at the start of the advisory relationship.

For further details, including a more complete description of fees and services, please refer to SWAG's Direct Asset Management Services, Appendix I Brochure and your client agreement provided by your IAR. Fees are subject to negotiation and may differ from the above schedule due to size of total estate, complexity, additional services needed, and time commitment.

The cost of some plans may be recovered through a reduction in SWAG's

investment advisory fee in an amount equal to the cost of the financial plan should the recipient of the financial plan choose to become a client of SWAG. Similar financial planning services may be available elsewhere for a lower cost to the client.

For financial planning fees of less than \$1,000 per year, 50% of the fee may be due at the inception of the engagement with the remainder paid at delivery. The financial plan is presented to the client within 90 days of the contract date, provided that the client has promptly provided all information needed to prepare the financial plan.

Seminars

IARs may host seminars on various financial topics that may encourage clients to seek investment advisory services. Fees for the seminars range from \$0 to \$300 per person per session. Fees may be negotiable for group rates and are negotiable based upon the number of attendees, the length and the content of the seminar. Fees are due before the seminar or on the day of the seminar, as set forth in the seminar announcement. Cancellation and refund provisions for prepaid fees are disclosed in the seminar announcement or invitation.

General Fee Information

Fees are due and payable in advance (unless otherwise stated in the client agreement) and are based upon the market value of the client's account assets as determined by the custodian as of the close of business on the last day of the previous calendar quarter. Fees for the initial quarter are adjusted pro rata based upon the number of calendar days in the calendar quarter that the adviser agreement goes into effect. Fees are negotiable at the sole discretion of SWAG and vary depending upon the complexity of the client situation, scope of the services provided, and experience and expertise of the IAR.

The advisory relationship may be terminated by the client or by third parties to the contract in accordance with the provisions of the advisory agreement. The client receives a pro rata refund of any prepaid advisory fees. Any unpaid fees become immediately due and payable. Additionally, a client may terminate an advisory agreement without being assessed any fees or expenses within (5) business days of its signing.

Clients receive an account statement from their custodian at least quarterly. The statement includes the amount of any fees paid directly to SWAG. Generally, fees are automatically debited from client accounts pursuant to written authorization.

Clients should note that the same or similar services to those described above may be available elsewhere at a lower cost to the client. Clients should consider that depending upon the level of the wrap fee charges, the amount of portfolio activity in their accounts, the value of services that are provided, and other factors, a wrap fee may exceed the aggregate cost of services if they were to be provided separately. A non-wrapped pricing arrangement may be more cost effective for accounts that do not experience frequent trading activity.

Internal Mutual Fund & Fee-based Variable Annuity Expenses

Generally, mutual fund and variable annuity companies impose internal fees and expenses to manage their investment companies. Such fees are in addition to any program costs associated with the investment advisory services described above. Complete details of such internal expenses are specified and disclosed in each mutual fund and variable annuity company's prospectus. Clients are strongly advised to review the prospectus(s) prior to investing in such securities.

Fee Based Variable annuities are not assessed transaction fees since the reallocation of transactions are placed directly with the variable annuity sponsor.

However, variable annuity companies generally impose mortality charges of approximately .75% - 1.25% annually on such accounts. Variable annuity companies may also have additional riders or features on the contract as well which add additional costs. Please read and understand the total fees for your contract.

Clients may purchase shares of mutual funds directly from the mutual fund issuer, its principal underwriter or a distributor without purchasing the services of SWAG 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 the IAR's assistance in developing an investment strategy, selecting securities, monitoring performance of the account, and making changes as necessary.

IARs, as RRs of LPL, may receive compensation (such as 12B-1 fees) from the sale of mutual fund products to clients of SWAG. This compensation is consideration for various services that the representative provides, such as presenting information to SWAG clients regarding the funds and recommending shares of the funds for investment. Payment of these fees is included in the expense ratios of the mutual funds. RRs may have a greater incentive to recommend certain funds or fund families with 12b-1 fees or funds with higher 12b-1 fees over other funds or fund families with no or lower 12b-1 fees.

Clearing and Custodial Arrangements

LPL Financial ("LPL") or Charles Schwab & Co., Inc. ("Schwab") may execute trades, settle securities transactions, and custody client assets on behalf of SWAG clients using Direct Asset Management Services. A wrap program related to these services is sponsored by SWAG. For further details concerning these arrangements, clients should refer to the respective Direct Asset Management Services Brochure, client agreements and/or other related disclosure documents relative to the type of account they select.

Due to the unique nature of fee based variable annuities, they must be maintained directly with the variable annuity sponsor. Neither the IAR nor SWAG creates or forwards client account statements or confirmations. This responsibility remains exclusively with the variable annuity sponsor. All subaccount reallocations are directed to and executed at the variable annuity sponsor company.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

SWAG does not charge fees based on capital gains or the amount of capital appreciation of the assets under management.

No performance based fees are charged by LPL or SWAG on assets invested in the LPL sponsored programs.

ITEM 7: TYPES OF CLIENTS

Direct Asset Management Services minimums are \$25,000. In certain cases these minimums may be waived at the sole discretion of SWAG based upon client and business considerations. SWAG IARs provide personal advisory services to individuals, pension and profit sharing plans, including plans subject to the Employee Retirement Income Security Act of 1974 (“ERISA”), trusts, estates, charitable organizations, and corporations, as well as other business entities.

If a Client’s account is a pension or other employee benefit plan governed by the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), SWAG may be a 3(21) fiduciary to the plan. In providing our investment advisory services, the sole standard of care imposed upon us is to act with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent man acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims.

SWAG will provide certain required disclosures to the “responsible plan fiduciary” (as such term is defined in ERISA) in accordance with Section 408(b) (2), regarding the services we provide and the direct and indirect compensation we receive by such clients. Generally, these disclosures are contained in this Form ADV Part 2A, the client agreement or in separate ERISA disclosure documents, and are designed to enable the ERISA plan’s fiduciary to: (1) determine the reasonableness of all compensation received by SWAG; (2) identify any potential conflicts of interests; and (3) satisfy reporting and disclosure requirements to plan participants.

ITEM 8: METHODS OF ANALYSIS, SOURCES OF INFORMATION, AND INVESTMENT STRATEGIES

IARs using Direct Asset Management Services have access to online portfolio software tools that assist in analyzing client portfolios. Such software is based upon Modern Portfolio Theory (MPT). MPT attempts to balance a portfolios risk and return level based on a particular client’s risk tolerance and investment objectives. Ibbotson Associates research is used in conjunction with the asset allocation software to provide clients with access to risk tolerance assessments, efficient frontier plotting, fund profiling and performance data, as well as portfolio optimization and re-balancing tools.

In addition, SWAG’s IARs may use, without limitation, any of the following methods of analysis and sources of information: charting, fundamental technical

and cyclical analysis; financial newspapers and magazines; research materials prepared by others; timing services; corporate rating services such as MorningStar, annual reports, prospectuses and press releases. The use of margin transactions, long and short term purchases, option writing and trading (securities sold within 30 days) may be employed as a part of their investment strategies.

IARs have the option to use alternative methods of analysis if they so choose.

SWAG IARs provide advice and recommendations on equity securities, warrants, options, certificates of deposit, limited partnerships, futures contracts, variable life insurance, fee based variable annuities, mutual funds, exchange traded funds municipal securities, U.S. government securities, structured notes and debt instruments.

Although we manage your portfolio 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 risks that can result in loss including loss of principal, a reduction in earnings (including interest, dividends and other distributions), and the loss of future earnings.

Additionally, these risks may include market risk, interest rate risk, issuer risk, and general economic risk.

You must also be aware that the use of margin, options and short sales are higher risk strategies. It is possible to lose all of the principal you invest, and sometimes more.

In a cash account, your risk is limited to the amount of money that you have invested. In a margin account, your risk includes the amount of money invested plus the amount that has been loaned to you.

ITEM 9: DISCIPLINARY INFORMATION

Registered investment advisers such as SWAG are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's or prospective client's evaluation of SWAG or the integrity of its management. While SWAG does not consider the following information to be a material legal or disciplinary event, it is being provided nonetheless in the spirit of full disclosure.

In June 2013, SWAG received a copy of a legal complaint that had been filed against, among others, SWAG and one of its investment adviser representatives, Mr. Edward Stadjuhar. In October 2013, the case was moved to arbitration under the jurisdiction of FINRA. SWAG and Mr. Stadjuhar vehemently deny the allegations and are proceeding accordingly.

This arbitration is fully disclosed on SWAG's ADV Part 1, which can be found at

www.adviserinfo.sec.gov. It is also disclosed on Mr. Stadjuhar's ADV Part 2B, and Form U-4, a summary of which can be found both on www.adviserinfo.sec.gov and www.finra.org. If you do not have access to the internet, you can call our office at (650) 571-1934 to request copies.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

SWAG's primary business is as an Investment Adviser. SWAG IARs spend the majority of their time in this capacity. Officers and related persons of SWAG are also RRs of LPL and licensed insurance agents. In this capacity, they may facilitate the purchase and/or sale of insurance products, mutual funds, securities, and other investment products for their clients, who may or may not have an advisory fee agreement with SWAG. SWAG's IARs may receive compensation for these non-advisory services that they may provide. Such compensation would be in addition to the advisory and other fees that SWAG may receive. SWAG uses industry standard fees and keeps evidence of such. Principals and other IARs of SWAG spend approximately 65% of their time on business related to LPL.

As discussed previously, certain associated persons of SWAG are registered representatives of LPL Financial. As a result of this relationship, LPL Financial may have access to certain confidential information (e.g., financial information, investment objectives, transactions and holdings) about SWAG's clients, even if client does not establish any account through LPL. If you would like a copy of the LPL Financial privacy policy, please contact Rosemary Richard at 1-800-736-9616.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

SWAG has adopted a Code of Ethics (the "Code") to address securities-related conduct. The Code focuses primarily on fiduciary duty, personal securities transactions, insider trading, gifts, and conflicts of interest. The Code includes SWAG's policies and procedures developed to protect client's interests in relation to the following topics:

- The duty at all times to place the interests of clients first;
- The requirement that all personal securities transactions be conducted in such a manner as to be consistent with the code of ethics and to avoid any actual or potential conflict of interest or any abuse of an IAR's position of trust and responsibility;
- The principle that investment adviser personnel should not take inappropriate advantage of their positions;
- The fiduciary principle that information concerning the identity of security holdings and financial circumstances of clients is confidential; and
- The principle that independence in the investment decision-making process is paramount.

SWAG will provide a copy of the Code to any client or prospective client upon

request to their IAR.

SWAGs IARs may engage in personal securities transactions. The personal securities transactions of SWAG's IARs may raise potential conflicts of interest when such persons trade in a security that is 1) owned by a client or 2) considered for purchase or sale for a client. SWAG has adopted policies and procedures that are intended to ensure that transactions are effected for clients in a manner that is consistent with the fiduciary duty and in accordance with applicable law. IARs that wish to purchase or sell securities of the types purchased or sold for clients may do so only in a manner consistent with SWAG policies and procedures.

SWAG does not engage in any principal transactions.

ITEM 12: BROKERAGE PRACTICES

Direct Asset Management Services utilize the services of particular broker-dealers. Thus, by assisting the client in selecting such a program, IARs may also be deemed to be assisting the client in selecting a broker-dealer. Because SWAG's and/or the IAR's compensation in connection with a program may vary depending on the broker-dealer or custodian selected, SWAG and/or the IAR may have a conflict of interest in assisting the client in such selection.

Factors considered in selecting LPL or Schwab (together "broker-dealers") include the existing broker-dealer clearing relationships with SWAG, financial strength, reputation, reporting, execution pricing and research. The broker-dealers charge commission rates which are generally considered industry standard commission rates. However, the commissions and/or transaction fees charged by the broker-dealers may be higher or lower than those charged by other broker-dealer/custodians. Further, the fees charged by any designated broker-dealer/custodian, are exclusive of, and in addition to, the SWAG's investment management fees. In addition, the clients shall also incur charges imposed at the mutual fund level (e.g. management fees and other fund expenses).

SWAG may aggregate orders in a bunched trade or trades when securities are purchased or sold through the same broker-dealer for multiple discretionary accounts. Non-discretionary accounts are not included in bunched trades for discretionary accounts.

The portfolio manager for each account must reasonably believe that the bunched order is consistent with SWAG's duty to seek best execution and may benefit each client participating in the aggregated order. The average price per share of each bunched trade is allocated to each account that participates in the bunched trade. Accounts that participate in the same bunched trade are charged commissions, if applicable, in accordance with their advisory contracts. Different accounts participating in a bunched transaction may not be charged the same commission rates.

If a bunched order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently

advantage or disadvantage particular client accounts. For example, partial fills generally are filled pro rata among participating accounts. Prior to entry of a bunched trade, a written pre-allocation is generated which identifies the group of client accounts participating in the order. If the amount to be allocated for each account is not indicated prior to placement of the trade, the Chief Compliance Officer (“CCO”) must review and approve no later than the morning following allocation of the trade.

Changes in allocation prior to final allocation may be made for good cause provided that all client accounts receive fair and equitable treatment. A written explanation of the reason for any material change in the allocation must be provided to and approved by the CCO no later than the morning following the execution of the trade. If the change in allocation is the result of a condition that exists or a change in a client’s account outside of the portfolio manager’s control, then approval by the CCO is not required.

Advisory accounts of SWAG IARs and related persons may participate in bunched trades. They receive the same average price for all transactions that day and pay commissions and other transaction costs, if applicable. The portfolio manager is not obligated to include any client account in a bunched trade. Transactions for any client’s account may not be aggregated for execution if the practice is prohibited or inconsistent with that client’s investment management agreement.

It is SWAG’s policy that clients must not be disadvantaged if a trade entered into a client’s account contains an error (either wrong number of shares, wrong product or wrong account). Trades are corrected to reflect the original intent of the trade order.

For the LPL sponsored programs, each program client grants LPL, via the client program agreement, discretionary trading authorization with respect to the purchase and sale of the assets in the client’s program account. LPL also is responsible for the rebalancing of program client accounts.

In accordance with the PWP program client agreement, program clients authorize LPL to delegate PWP Advisors (as such term is defined in the agreement) with investment and trade discretion over a portion of the PWP account. For example, if a PWP account is selected that includes a municipal security allocation managed by a PWP Advisor, then LPL can give the PWP Advisor discretionary trading authorization with respect to the purchase and sale of the municipal securities portion of the PWP account.

The trading and rebalancing information is outlined in the program client agreement and the LPL disclosure brochure for each program. A copy of the brochure is provided to program clients and should be read thoroughly upon receipt.

ITEM 13: REVIEW OF ACCOUNTS

IARs providing Direct Asset Management Services review their client accounts at least annually, or more often as agreed between each IAR and client. The IARs

then review and update each client's financial status, goals and objectives.

SWAG engages in ongoing monitoring of the program, and conducts audits of the Investment Advisor Representative's records.

Clients using Direct Asset Management Services receive at least quarterly account statements. However, they may receive additional statements based upon activity in the account.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

SWAG may compensate other individuals for client referrals to the Direct Asset Management Program. SWAG enters in to a solicitor's agreement with such referral agents and pays them a portion of the management fee. The solicitor discloses to the client at the time of solicitation the arrangement and the compensation to be received by the referral agent.

The IAR may receive additional compensation from product sponsors. However, such compensation may not be tied to any product sales. They may include such compensation as gifts valued at less than \$100.00 annually, an occasional dinner or sporting event, or reimbursement in connection with educational meetings or training events. Product sponsors may also pay for education or training events.

SWAG may recommend LPL or Schwab for the execution and settlement of client transactions and custody of their assets. SWAG receives products and services from these broker-dealers, including software to enable direct electronic downloading of client account information, electronic trading, and access to investment research and information provided by broker-dealers. Clients do not pay higher commissions as a result of these products and services furnished by broker-dealers to SWAG. Although IARs registered with LPL may receive commissions in LPL accounts, SWAG earns no commissions from these transactions. Transaction charges or other charges for services to clients by broker-dealers may be more or less than other broker-dealers not recommended by SWAG that charge for comparable services. Clients are not required to use a specific broker-dealer to retain the services of SWAG.

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 through 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. These management fees are in addition to the management fee charged by SWAG.

On occasion, LPL provides funding in the form of loans as incentive to independent RRs to establish broker-dealer relationships with LPL. Such loans are to assist in the transition and expansion of their practice.

IARs may also receive from LPL bonuses based on their production, awards of stock options to purchase shares of LPL's parent company, LPL Investment Holdings, Inc., reimbursement of fees they pay to LPL for items such as

administrative services, and other things of value such as complimentary or reduced-cost attendance at LPL's national sales conference or top producer forums and events. These financial incentives from LPL are based on their overall business production. However, in some cases, the incentives are greater for assets they service in advisory programs. This may present a conflict of interest as the need to meet production levels may influence investment recommendations.

SWAG receives asset based advisory fees as a result of its clients' participation in the LPL sponsored programs. The amount of these fees may be more or less than what SWAG would receive if a client participated in other LPL programs or paid separately for investment advice, brokerage and other client services. Additionally, SWAG or one or more of its IARs may receive all or a portion of certain third party fees that are paid by program clients. Therefore, SWAG may have a financial incentive when recommending that its clients open an account under the LPL managed account program. As part of SWAG's fiduciary duty to its clients, SWAG and its IARs will endeavor at all times to put the interest of the clients first and will only make recommendations when they are reasonably believed to be in the best interests of the client. (Please refer to Item 5 – Fees and Compensation for further details regarding fees).

ITEM 15: CUSTODY

SWAG does not take direct custody of client assets but does have the ability to deduct the payment of advisory fees from accounts held at the custodian. Such fees are reflected on the quarterly statement the client will receive.

ITEM 16: INVESTMENT DISCRETION

Under most circumstances SWAG does not have the authority to determine, without obtaining specific client consent, securities to be bought or sold, or the amount of securities to be bought or sold under Direct Asset Management Services. However, clients may maintain an account on a limited discretionary basis if, (1) the IAR of the account has been authorized by SWAG to manage accounts on a discretionary basis, and (2) the client has granted discretionary authority to the IAR in the client advisory agreement.

ITEM 17: VOTING CLIENT SECURITIES

SWAG does not take any action or render any advice with respect to voting of proxies solicited by or with respect to the issuers of securities in which client assets may be invested. In addition, SWAG does not take any action or render any advice with respect to any securities held in any accounts that are named in or subject to class action lawsuits. SWAG does, however, forward to clients any information received by SWAG regarding class action legal matters involving any security held in client accounts.

ITEM 18: FINANCIAL INFORMATION

SWAG is not aware of any financial commitment that is likely to impair its ability to provide the services identified above and has not been the subject of a bankruptcy proceeding.

SWAG does not require the prepayment or solicit prepayment of more than \$1200 in fees per client six months in advance.

Strategic Wealth Advisors Group, Inc.

PRIVACY STATEMENT

In establishing an advisory account with Strategic Wealth Advisors Group, Inc. ("SWAG"), it is necessary that you provide SWAG with certain personal financial information necessary to ensure that your account is managed in a manner consistent with your investment objectives and personal financial goals.

TYPES OF NONPUBLIC PERSONAL INFORMATION WE COLLECT

SWAG collects nonpublic personal information about you that is provided by you or obtained by SWAG with your authorization. SWAG may collect nonpublic personal information about you from the following sources:

- Information SWAG receives from you on applications or other forms, and
- Information about your securities transactions with SWAG or other advisers and broker-dealers which may be providing financial services to you.
- With broker-dealer firms having regulatory requirements to supervise certain activities of Advisor's representatives who are also registered with a broker-dealer firm.

PARTIES TO WHOM WE DISCLOSE INFORMATION

It is the policy of SWAG that we do not disclose any nonpublic personal information about our clients or former clients to unaffiliated third parties, except as permitted by law. When necessary to provide all of the services you request for your account, SWAG may provide nonpublic personal information about you to certain third parties, such as clearing firms that serve or may serve as the custodian of your account, or that may affect securities transactions on your behalf, insurance companies or companies used to provide performance reporting. Such disclosure is only made to fulfill our duties to you in fully servicing your account. Under no circumstances do we sell your name or other information to anyone.

PROTECTING THE CONFIDENTIALITY AND SECURITY OF CLIENTS' INFORMATION

SWAG retains records relating to professional services that we provide so that we are better able to assist you with your needs. SWAG restricts access to your personal and account information to those Investment Advisor Representatives or employees who need to know that information to provide products or services to you. SWAG maintains physical, electronic, and procedural safeguards to guard your non-public personal information. If you decide to close your account(s) with SWAG or become an inactive customer, SWAG will adhere to the privacy policies and practices as described in this notice.

If you should have any questions regarding our Privacy Policy please call our Chief Compliance Officer at 1-800-736-9616.