

Disclosure Brochure

October 21, 2013



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This brochure provides information about the qualifications and business practices of (hereinafter "TPWA" or the "Firm"). If you have any questions about the contents of this brochure, please contact the Firm at the telephone number listed above. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about the Firm is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

TPWA is an SEC registered investment adviser. Registration does not imply any level of skill or training.

Item 2. Material Changes

In this Item, TPWA is required to discuss any material changes which have been made to the brochure since the last annual amendment dated March 22, 2013.

Change in Billing Methodology

The Firm has amended its billing methodology and will now calculate its quarterly investment management fee using the closing market value of a client's accounts on the last day of the previous quarter, as opposed to average daily value. Additionally, TPWA will now prorate a client's quarterly management fee to reflect any interim account inflows or outflows that occur after the start of a billing period. As such, Item 5 of this brochure has been amended accordingly.

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Item 4. Advisory Business

TPWA began conducting investment advisory business on August 31, 2012 and is principally owned by Steven Altman, Brett Davis, Todd Gescher and Jason Herber.

TPWA offers a variety of investment advisory services, which includes financial planning, pension consulting and portfolio management services. Prior to the rendering of the foregoing advisory services, clients are required to enter into a written agreement with TPWA setting forth the relevant terms and conditions of the advisory relationship (the “*Agreement*”).

As of February 12, 2013, TPWA had approximately \$257,916,720 in assets under management of which were managed on a discretionary basis only.

While this brochure generally describes the business of TPWA, certain sections also discuss the activities of its *Supervised Persons*, which refer to the Firm’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on TPWA’s behalf and is subject to the Firm’s supervision or control.

Financial Planning Services

TPWA offers clients a range of financial planning services, which may include any or all of the following:

- Business Planning
- Cash Flow Forecasting
- Asset Allocation
- Retirement Planning
- Estate Planning
- Financial Reporting
- Investment Consulting
- Insurance Needs Analysis
- Retirement Plan Analysis
- Charitable Giving
- Risk Management
- Distribution Planning

While each of these services is available on a stand-alone basis, certain of them may also be rendered in conjunction with investment portfolio management as part of a comprehensive wealth management engagement.

In performing these services, TPWA is not required to verify any information received from the client or from the client’s other professionals (e.g., attorneys, accountants, etc.) and is expressly authorized to rely on such information. TPWA may recommend the services of itself, its *Supervised Persons* in their individual capacities as insurance agents or registered representatives of a broker-dealer, and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if TPWA recommends its own services. Clients are under no obligation to act upon any of the

recommendations made by TPWA under a financial planning or consulting engagement or to engage the services of any such recommended professional, including TPWA itself. Clients retain absolute discretion over all such implementation decisions. Clients are advised that it remains their responsibility to promptly notify TPWA if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising TPWA's previous recommendations and/or services.

Investment Management Services

TPWA manages client investment portfolios on a discretionary or non-discretionary basis.

TPWA primarily allocates client assets among various independent investment managers ("*Independent Managers*"), mutual funds, exchange-traded funds ("ETFs"), individual debt and equity securities, and alternatives, in accordance with the investment objectives of each individual client. The Firm also provides advice about any type of legacy position or investment otherwise held in its clients' portfolios.

Clients may also engage TPWA to advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts, and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, TPWA directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product's provider.

TPWA tailors its advisory services to accommodate the needs of its individual clients and continuously seeks to ensure that its clients' portfolios are managed in a manner consistent with their specific investment profiles. TPWA consults with clients on an initial and ongoing basis to determine their specific risk tolerance, time horizon, liquidity constraints and other factors relevant to the management of their portfolios. Clients are advised to promptly notify TPWA if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management of their accounts if TPWA determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm's management efforts.

These investment advisory services do not include securities brokerage services, as the Firm does not serve as the sponsor to a wrap fee program (i.e., an arrangement where brokerage commissions and transaction costs are absorbed by the Firm). For purposes of transparency, clients are charged a separate asset-based fee by the custodian where their assets are held.

Use of Independent Managers

As mentioned above, TPWA may select or recommend certain *Independent Managers* to actively manage a portion of its clients' assets. The specific terms and conditions under which a client engages an *Independent Manager* are set forth in a separate written agreement between the designated

Independent Manager and either TPWA or the client. In addition to this brochure, clients also receive the written disclosure documents of the designated *Independent Managers* engaged to manage their assets.

TPWA evaluates various information about the *Independent Managers* in which it recommends or selects to manage client portfolios. The Firm generally reviews a variety of different resources, which may include the *Independent Managers*' public disclosure documents, materials supplied by the *Independent Managers* themselves, and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the *Independent Managers*' investment strategies, past performance and risk results in relation to its clients' individual portfolio allocations and risk exposures. TPWA also takes into consideration each *Independent Manager's* management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other related factors.

TPWA continues to provide services relative to the discretionary or non-discretionary selection of the *Independent Managers*. On an ongoing basis, the Firm monitors the performance of those accounts being managed by *Independent Managers* by reviewing the account statements and trade confirmations produced by the *Financial Institutions*, as well as other performance information furnished by the *Independent Managers* and/or other third-party providers. TPWA seeks to ensure the *Independent Managers*' strategies and target allocations remain aligned with its clients' overall portfolio exposures and investment objectives.

Institutional Consulting Services

TPWA also provides a range of institutional consulting services addressing a variety of investment and non-investment related matters, such as pension plan administration and investment banking consultation. The scope of these project-based services varies, as each engagement is individually negotiated and tailored to accommodate the specific needs of a particular institution.

Item 5. Fees and Compensation

TPWA offers its services on a fee basis, which may include hourly and/or fixed fees, as well as fees based upon assets under management or advisement. Additionally, certain of TPWA's *Supervised Persons*, in their individual capacities, may offer securities brokerage services under a separate commission arrangement.

Financial Planning and Consulting Fees

TPWA generally charges a negotiable hourly and/or fixed fee to provide clients with stand-alone financial planning or consulting services. These fees range from \$100 to \$400 on an hourly basis and up to \$5,000 on a fixed fee basis, depending upon the scope of the engagement and the professional providing the underlying services.

The specific terms and fee structure are negotiated in advance and set forth in the *Agreement* with TPWA. Generally, TPWA requires one-half of the financial planning or consulting fee payable upon execution of the *Agreement* and the balance due at the time the financial plan is delivered or the agreed upon services are rendered to completion. Depending on the arrangement, if the client engages TPWA for additional investment advisory services, TPWA may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services.

Investment Management Fees

TPWA provides investment management services for an annual fee based on the amount of assets under the Firm's management. This fee varies between 35 and 225 basis points (0.35% – 2.25%), depending upon the size of a client's portfolio and the type of investment management services to be rendered.

This fee is prorated and charged quarterly in advance, based upon the closing market value of the assets being managed by TPWA on the last day of the previous quarter. If assets in excess of \$10,000 of the existing portfolio value are deposited into or withdrawn from an account after the inception of a billing period, the fee payable with respect to such assets is adjusted to reflect the change in portfolio value. For the initial term of an engagement, the fee is calculated on a *pro rata* basis. In the event the *Agreement* is terminated, the fee for the final billing period is prorated through the effective date of the termination and the unearned portion is refunded to the client, as appropriate.

Fee Discretion

TPWA, in its sole discretion, may negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention and *pro bono* activities.

Additional Fees and Expenses

In addition to the fee paid to TPWA, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively "*Financial Institutions*"). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, fees charged by the *Independent Managers*, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Fee Debit

The Firm's *Agreement* and the separate agreement with any *Financial Institutions* generally authorize TPWA and/or the *Independent Managers* to debit its clients' accounts for the amount of the management

fee and to directly remit that fee to TPWA or the *Independent Managers*. Any *Financial Institutions* recommended by TPWA have agreed to send statements to clients not less than quarterly indicating all amounts disbursed from the account, including the amount paid directly to TPWA. Alternatively, clients may elect to have TPWA send them an invoice for direct payment.

Account Additions and Withdrawals

Clients may make additions to and withdrawals from their account at any time, subject to TPWA's right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to TPWA, subject to the usual and customary securities settlement procedures. However, TPWA designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. TPWA may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

Commissions or Sales Charges for Recommendations of Securities

Clients can engage certain persons associated with TPWA to render securities brokerage services under a commission-based arrangement. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with TPWA. Under this arrangement, the Firm's *Supervised Persons*, in their individual capacities as registered representatives of Purshe Kaplan Sterling Investments, Inc. ("PKSI"), may provide securities brokerage services and implement securities transactions under a separate commission-based arrangement. TPWA may be entitled to a portion of the brokerage commissions paid to PKSI as well as a share of any ongoing distribution or service (trail) fees from the sale of mutual funds. TPWA may also recommend no-load or load-waived funds, where no sales charges are assessed. Prior to effecting any transactions, clients are required to enter into a separate account agreement with PKSI. TPWA does not receive any portion of the commissions or transactional fees charged by PKSI.

A conflict of interest exists to the extent that TPWA recommends the purchase of securities where TPWA's *Supervised Persons* receive commissions or other additional compensation as a result of TPWA's recommendations. TPWA has procedures in place to ensure that any recommendations made by such *Supervised Persons* are in the best interest of clients. For certain accounts covered by the Employee Retirement Income Security Act ("ERISA"), and such others that TPWA, in its sole discretion, deems appropriate, TPWA may provide its investment advisory services on a fee-offset basis. In this scenario, TPWA may offset its fees by an amount equal to the aggregate commissions and 12b-1 fees earned by TPWA's *Supervised Persons* in their individual capacities as registered representatives of PKSI.

Item 6. Performance-Based Fees and Side-by-Side Management

TPWA does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

Item 7. Types of Clients

TPWA provides its services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities. TPWA does not impose a stated minimum fee or minimum portfolio value for starting and maintaining an investment management relationship.

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

Methods of Analysis

TPWA generally utilizes a combination of largely fundamental and technical methods of analysis.

Fundamental analysis involves an evaluation of an issuer's fundamental financial condition and competitive position. TPWA generally analyzes an issuer's financial condition, capabilities of management, growth prospects, earnings capacity, new products and services, as well as the company's position amongst its industry competitors in order to determine the recommendations made to clients. A substantial risk in relying upon fundamental analysis is that while the overall health and position of a company may be good, market conditions may negatively impact the security.

Technical analysis involves the examination of past market data rather than specific issuer information in determining the recommendations made to clients. Technical analysis may involve the use of mathematical based indicators and charts, such as moving averages and price correlations, to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company. A substantial risk in relying upon technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that TPWA will be able to accurately predict such a reoccurrence.

Investment Strategies

TPWA employs an asset allocation strategy using its proprietary investment models to achieve exposures across asset classes that are consistent with each client's unique investment profile. Through a range of different vehicles, such as mutual funds, ETFs, stocks, bonds, and alternatives, the Firm seeks to construct portfolios that produce long-term, risk-adjusted returns with limited short-term volatility.

Risks of Loss

General Risk of Loss

Investing in securities involves the risk of loss. Clients should be prepared to bear potential loss.

Market Risks

The profitability of a significant portion of TPWA's recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks, bonds and other asset classes. There can be no assurance that TPWA will be able to predict those price movements accurately.

Mutual Funds and Exchange-Traded Funds (ETFs)

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their *pro rata* NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Options

Options allow investors to buy or sell a security at a contracted strike price (not necessarily the current market price) at or within a specific period of time. Clients may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge against potential losses or to speculate on the performance of the underlying securities. Options transactions contain a number of inherent risks,

including the partial or total loss of principal in the event that the value of the underlying security or index does not increase or decrease to the level of the respective strike price. Holders of options contracts are also subject to default by the option writer which may be unwilling or unable to perform its contractual obligations.

Use of Independent Managers

TPWA may recommend the use of *Independent Managers*. In these situations, TPWA continues to conduct ongoing due diligence of such managers, but such recommendations rely to a great extent on the *Independent Managers'* ability to successfully implement their investment strategies. In addition, TPWA generally may not have the ability to supervise the *Independent Managers* on a day-to-day basis.

Management Through Similarly Managed "Model" Accounts

TPWA manages certain accounts through the use of similarly managed "model" portfolios, whereby the Firm allocates all or a portion of its clients' assets among various mutual funds and/or securities on a discretionary basis using one or more of its proprietary investment strategies. In managing assets through the use of models, the Firm remains in compliance with the safe harbor provisions of Rule 3a-4 of the Investment Company Act of 1940.

The strategy used to manage a model portfolio may involve an above average portfolio turnover that could negatively impact clients' net after tax gains. While the Firm seeks to ensure that clients' assets are managed in a manner consistent with their individual financial situations and investment objectives, securities transactions effected pursuant to a model investment strategy are usually done without regard to a client's individual tax ramifications. Clients should contact TPWA if they experience a change in their financial situation or if they want to impose reasonable restrictions on the management of their accounts

Item 9. Disciplinary Information

TPWA has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management.

Item 10. Other Financial Industry Activities and Affiliations

Registered Representatives of Broker Dealer

Certain of the Firm's *Supervised Persons* are registered representatives of *PKSI* and may provide clients with securities brokerage services under a separate commission-based arrangement. This arrangement is described at length in Item 5.

Item 11. Code of Ethics

TPWA and persons associated with TPWA are permitted to buy or sell securities that it also recommends to clients consistent with TPWA's policies and procedures.

TPWA has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("*Code of Ethics*"). In accordance with Section 204A of the Investment Advisers Act of 1940 (the "Advisers Act"), its *Code of Ethics* contains written policies reasonably designed to prevent the unlawful use of material non-public information by TPWA or any of its associated persons. The *Code of Ethics* also requires that certain of TPWA's personnel (called "*Access Persons*") report their personal securities holdings and transactions and obtain pre-approval of certain investments, such as initial public offerings and limited offerings.

Unless specifically permitted in TPWA's *Code of Ethics*, none of TPWA's *Access Persons* may effect for themselves or for their immediate family (e.g., a spouse, minor children, and adults living in the same household as the *Access Person*) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of TPWA's clients.

When TPWA is purchasing, or considering for purchase, any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when TPWA is selling or considering the sale of any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to:

- Direct obligations of the Government of the United States;
- Money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements;
- Shares issued by mutual funds or money market funds; and
- Shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact TPWA to request a copy of its *Code of Ethics*.

Item 12. Brokerage Practices

Recommendation or Selection of Financial Institutions

TPWA generally recommends that investment management clients utilize the brokerage, clearing and custodial services of Fidelity Institutional Wealth Services ("*Fidelity*").

In general, TPWA may only implement its investment management recommendations after the client has arranged for and furnished TPWA with all information and authorization regarding accounts held at their respective *Financial Institutions*, which includes *Fidelity*. Factors which TPWA considers in recommending *Fidelity* or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. *Fidelity* may enable TPWA to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by *Fidelity* may be higher or lower than those charged by other *Financial Institutions*.

Furthermore, the commissions paid by TPWA's clients comply with TPWA's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified *Financial Institution* might charge to effect the same transaction where TPWA determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a *Financial Institution's* services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. TPWA seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Transactions may be cleared through other *Financial Institutions* with whom TPWA and the *Financial Institutions* have entered into agreements for prime brokerage clearing services. TPWA periodically and systematically reviews its policies and procedures regarding its recommendation of *Financial Institutions* in light of its duty to obtain best execution.

Brokerage for Client Referrals

TPWA does not consider, in recommending broker-dealers, whether the Firm or a related person receives client referrals from a broker-dealer or third party.

Directed Brokerage

A client may direct TPWA in writing to use a particular *Financial Institution* to execute some or all transactions for the client. As not all investment advisers require their clients to direct brokerage, the Firm does not routinely recommend, request or require a client do so. In direct brokerage situations, the client will negotiate terms and arrangements for the account with that *Financial Institution*, and TPWA will not seek better execution services or prices from other *Financial Institutions* or be able to "batch" client transactions for execution through other *Financial Institutions* with orders for other accounts managed by TPWA. As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, TPWA may decline a client's request to direct brokerage if, in

TPWA's sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers.

Trade Aggregation

Transactions for each client generally will be effected independently, unless TPWA decides to purchase or sell the same securities for several clients at approximately the same time. TPWA may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among TPWA's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. In this situation, transactions will generally be averaged as to price and allocated among TPWA's clients *pro rata* to the purchase and sale orders placed for each client on any given day.

To the extent that TPWA determines to aggregate client orders for the purchase or sale of securities, including securities in which TPWA's *Supervised Persons* may invest, TPWA generally does so in accordance with applicable rules and regulations. TPWA does not receive any additional compensation or remuneration as a result of the aggregation. In the event that TPWA determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include:

- When only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates;
- Allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts;
- If an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed);
- With respect to sale allocations, allocations may be given to accounts low in cash;
- In cases when a *pro rata* allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, TPWA may exclude the account(s) from the allocation and the transactions may be executed on a *pro rata* basis among the remaining accounts; or
- In cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist TPWA in its investment

decision-making process. Such research generally will be used to service all of TPWA's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because TPWA does not have to produce or pay for the products or services.

Commissions or Sales Charges for Recommendations of Securities

As discussed above, certain *Supervised Persons* in their respective individual capacities, are registered representatives of *PKSI*. These *Supervised Persons* are subject to FINRA Rule 3040 which restricts registered representatives from conducting securities transactions away from their broker-dealer unless *PKSI* provides written consent. Therefore, clients are advised that certain *Supervised Persons* may be restricted to executing securities transactions through *PKSI* unless they first secure written consent from *PKSI* to execute securities transactions through a different broker-dealer. Absent such written consent or separation from *PKSI*, these *Supervised Persons* are prohibited from executing securities transactions through any broker-dealer other than *PKSI* under its internal supervisory policies. TPWA is cognizant of its duty to obtain best execution and has implemented policies and procedures reasonably designed in such pursuit.

Software and Support Provided by Financial Institutions

TPWA may receive from *Fidelity*, without cost to TPWA, computer software and related systems support, which allow TPWA to better monitor client accounts maintained at *Fidelity*. TPWA may receive the software and related support without cost because TPWA renders investment management services to clients that maintain assets at *Fidelity*. The software and support is not provided in connection with securities transactions of clients (i.e. not "soft dollars"). The software and related systems support may benefit TPWA, but not its clients directly. In fulfilling its duties to its clients, TPWA endeavors at all times to put the interests of its clients first. Clients should be aware, however, that TPWA's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence TPWA's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Additionally, TPWA may receive the following benefits from *Fidelity* through the Fidelity Institutional Wealth Services Group:

- Receipt of duplicate client confirmations and bundled duplicate statements;
- Access to a trading desk that exclusively services its Institutional Wealth Services Group participants;
- Access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and

- Access to an electronic communication network for client order entry and account information.

Item 13. Review of Accounts

Account Reviews

TPWA monitors the portfolios of its investment management clients as part of a continuous and ongoing process, while regular account reviews are conducted at least quarterly. For those clients to whom TPWA provides financial planning and/or consulting services, reviews are conducted on an “as needed” basis. All such reviews are conducted by a Principal and/or investment adviser representative of TPWA. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with TPWA and to keep TPWA informed of any changes thereto. TPWA contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in their financial situations and/or investment objectives.

Account Statements and Reports

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the *Financial Institutions* where their assets are custodied. From time to time or as otherwise requested, investment advisory clients also receive written or electronic reports from TPWA and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their custodian with those they receive from TPWA or an outside service provider.

Item 14. Client Referrals and Other Compensation

Client Referrals

TPWA does not currently provide compensation to third-party solicitors for client referrals.

Other Economic Benefit

TPWA may receive an economic benefit from a third party (non-client) for providing investment advice to the Firm’s advisory clients. This type of relationship poses a conflict of interest, as discussed in Item 12.

Item 15. Custody

TPWA is deemed to have custody over a client's assets when it is authorized to directly debit a client's account for payment of the Firm's quarterly management fee. In accordance with applicable custody rules, the *Financial Institutions* recommended by TPWA have agreed to send statements to clients, not less than quarterly, indicating all amounts paid to TPWA and/or the *Independent Managers* engaged to manage their accounts.

As discussed in Item 13, TPWA and/or a third party vendor may also send periodic reports to clients. Clients are advised to carefully review the statements and confirmations sent directly by the *Financial Institutions* and to compare them with any reports received from TPWA or an outside service provider.

Item 16. Investment Discretion

Clients may grant TPWA the authority to exercise discretion on their behalf. TPWA is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. TPWA is given this authority through a power-of-attorney included in the *Agreement* between TPWA and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold).

Specifically, TPWA takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The *Independent Managers* to be hired or fired.

Item 17. Voting Client Securities

TPWA does not accept the authority to vote clients' securities (i.e., proxies) on their behalves. Clients receive proxies directly from the *Financial Institutions* where their assets are custodied and may contact the Firm at the number on the cover of this brochure with questions about proxies and/or other such solicitations.

Item 18. Financial Information

TPWA is not required to disclose any financial information pursuant to this Item due to the following:

- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.

www.TruePWA.com



Prepared by:

