

Penn Wealth Advisors, LLC

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of Penn Wealth Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (215) 378-0498 or by email at: carluch99@aol.com. 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 Penn Wealth Advisors, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. Penn Wealth Advisors, LLC's CRD number is: 165369

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Registration does not imply a certain level of skill or training.

Version Date: 1/7/2013

Item 2: Material Changes

Penn Wealth Advisors, LLC has not yet filed an annual updating amendment using the Form ADV Part 2A. Therefore there are no material changes to report.

Item 3: Table of Contents

| | |
|---|----|
| Item 1: Table of Contents | |
| Item 2: Material Changes | i |
| Item 3: Table of Contents | ii |
| Item 4: Advisory Business | 1 |
| A. Description of the Advisory Firm | 1 |
| B. Types of Advisory Services | 2 |
| Investment Supervisory Services | 2 |
| Services Limited to Specific Types of Investments | 2 |
| C. Client Tailored Services and Client Imposed Restrictions | 2 |
| D. Wrap Fee Programs | 3 |
| E. Amounts Under Management | 3 |
| Item 5: Fees and Compensation | 3 |
| A. Fee Schedule | 3 |
| Investment Supervisory Services Fees | 3 |
| B. Payment of Fees | 4 |
| Payment of Investment Supervisory Fees | 4 |
| C. Clients Are Responsible For Third Party Fees | 4 |
| D. Prepayment of Fees | 4 |
| E. Outside Compensation For the Sale of Securities to Clients | 4 |
| Item 6: Performance-Based Fees and Side-By-Side Management | 5 |
| Item 7: Types of Clients | 5 |
| Minimum Account Size | 5 |
| Item 8: Methods of Analysis, Investment Strategies, and Risk of Investment Loss | 5 |
| A. Methods of Analysis and Investment Strategies | 5 |
| Methods of Analysis | 5 |
| Charting analysis | 5 |
| Fundamental analysis | 5 |
| Technical analysis | 5 |
| Cyclical analysis | 5 |
| Investment Strategies | 5 |
| B. Material Risks Involved | 6 |
| Methods of Analysis | 6 |
| Fundamental analysis | 6 |
| Technical analysis | 6 |

| | |
|---|----|
| Cyclical analysis | 6 |
| Investment Strategies..... | 6 |
| C. Risks of Specific Securities Utilized | 6 |
| Item 9: Disciplinary Information | 8 |
| A. Criminal or Civil Actions | 8 |
| B. Administrative Proceedings | 8 |
| C. Self-regulatory Organization (SRO) Proceedings | 8 |
| Item 10: Other Financial Industry Activities and Affiliations..... | 8 |
| A. Registration as a Broker/Dealer or Broker/Dealer Representative | 8 |
| B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor..... | 8 |
| C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests | 9 |
| D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections | 9 |
| Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading | 9 |
| A. Code of Ethics | 9 |
| B. Recommendations Involving Material Financial Interests | 9 |
| C. Investing Personal Money in the Same Securities as Clients..... | 9 |
| D. Trading Securities At/ Around the Same Time as Clients' Securities | 10 |
| Item 12: Brokerage Practices..... | 10 |
| A. Factors Used to Select Custodians and/or Broker/Dealers | 10 |
| 1. Research and Other Soft-Dollar Benefits | 10 |
| 2. Brokerage for Client Referrals..... | 10 |
| 3. Clients Directing Which Broker/Dealer/Custodian to Use..... | 10 |
| B. Aggregating (Block) Trading for Multiple Client Accounts | 11 |
| Item 13: Reviews of Accounts | 11 |
| A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews..... | 11 |
| B. Factors That Will Trigger a Non-Periodic Review of Client Accounts..... | 11 |
| C. Content and Frequency of Regular Reports Provided to Clients..... | 11 |
| Item 14: Client Referrals and Other Compensation | 11 |
| A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes) 11 | |
| B. Compensation to Non – Advisory Personnel for Client Referrals..... | 11 |
| Item 15: Custody | 12 |
| Item 16: Investment Discretion | 12 |
| Item 17: Voting Client Securities (Proxy Voting)..... | 12 |
| Item 18: Financial Information | 12 |
| A. Balance Sheet | 12 |

| | | |
|---|--|----|
| B. | Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients | 13 |
| C. | Bankruptcy Petitions in Previous Ten Years | 13 |
| Item 19: Requirements For State Registered Advisers | | 13 |
| A. | Principal Executive Officers and Management Persons; Their Formal Education and Business Background | 13 |
| B. | Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those (If Any) | 13 |
| C. | How Performance-based Fees are Calculated and Degree of Risk to Clients | 13 |
| D. | Material Disciplinary Disclosures for Management Persons of this Firm | 13 |
| E. | Material Relationships That Management Persons Have With Issuers of Securities (If Any) | 13 |

Item 4: Advisory Business

A. Description of the Advisory Firm

Penn Wealth Advisors, LLC is a Limited Liability Company organized in the state of Pennsylvania. The firm was formed in September of 2012, and the principal owners are Michael David Carlucci and Kenneth Charles Coniglio.

Penn Wealth Advisors is a financial advisory services firm located in the Newtown-Yardley area of Lower Bucks County Pennsylvania offering investment management and strategic planning services for moderate to high net worth individuals, their families, and their businesses throughout the Delaware Valley.

Penn Wealth Advisors believes that effective investment management starts with a comprehensive client profiling process designed to clearly identify each individual's goals, time horizon, tolerance for risk and prior investment experience. Once an investor profile is developed a simple Investment Policy Statement is created, which after being agreed upon, becomes the foundation for the investment process. (Penn Wealth also provides a similar profiling service for small businesses seeking a more personalized profiling approach for their employee retirement plans.

Penn Wealth Advisors incorporates the traditional "Modern Portfolio Theory" of Asset Allocation and the Efficient Frontier in executing each client's investment policy. Portfolios are built using traditional publicly traded investment instruments such as: individual common stock, Government and Agency Bonds, Corporate Bonds, Municipal Bonds, Mutual Funds – closed and open ended, and Exchange Trade Funds (ETF).

The firm believes that true diversification will often incorporate the use of non-traditional and alternative asset classes for certain clients. These products will include publicly and non-publicly traded: long/short and hedged equity strategies, managed futures products, opportunistic fixed income, REITS, and separately managed accounts.

All client advisory relationships are fee based and the firm offers a variety of traditional proprietary SMA (separately managed accounts) including: All Cap Value, Large Cap Growth, and Global Allocation strategies, and most are offered in equity as well as balanced versions. The firm utilizes the services of outside sub-advisors for the management of certain specialized investment strategies. The firm also offers managed mutual fund strategies which can be incorporated for accounts as small as \$5,000 in value.

The firm's primary custodian will be Charles Schwab Company. Schwab will be responsible for all custody services, monthly account statements and client billing, and year-end tax reporting. All performance reporting will be provided through Schwab Performance Technology based products.

B. Types of Advisory Services

Penn Wealth Advisors, LLC (hereinafter “PWA”) offers the following services to advisory clients:

Investment Supervisory Services

PWA offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. PWA creates an Investment Policy Statement for each client, which outlines the client’s current situation (income, tax levels, and risk tolerance levels) and then constructs a plan to aid in the selection of a portfolio that matches each client’s specific situation. Investment Supervisory Services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

PWA evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. PWA will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

Services Limited to Specific Types of Investments

PWA generally limits its money management to mutual funds, equities, bonds, fixed income, debt securities, ETFs, hedge funds, REITs, private placements, and government securities. PWA may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

PWA offers the same suite of services to all of its clients. However, specific client financial plans and their implementation are dependent upon the client Investment Policy Statement which outlines each client’s current situation (income, tax levels, and risk tolerance levels) and is used to construct a client specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets.

Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent PWA from properly servicing the client account, or if the restrictions would require PWA to deviate from its standard suite of services, PWA reserves the right to end the relationship.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and any other administrative fees. PWA does not participate in any wrap fee programs.

E. Amounts Under Management

PWA is a newly formed investment advisory firm, as such; there are currently no assets under management.

Item 5: Fees and Compensation

A. Fee Schedule

Investment Supervisory Services Fees

| Total Assets Under Management | Annual Fee |
|--------------------------------------|-------------------|
| \$1 - \$499,999 | 2.50% |
| \$500,000 - \$999,999 | 2.00% |
| \$1,000,000 - \$4,999,999 | 1.50% |
| \$5,000,000 - Above | 1.00% |

These fees are negotiable depending upon the needs of the client and complexity of the situation, and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Fees are paid monthly in advance, and clients may terminate their contracts with thirty days' written notice. Advisory fees are withdrawn directly from the client's accounts with client written authorization.

Refunds are given on a prorated basis, based on the number of days remaining in a quarter at the point of termination. Fees that are collected in advance will be refunded based on the prorated amount of work completed up to the day of termination within the month terminated. The fee refunded will be the balance of the fees collected in advance minus the daily rate* times the number of days in the month up to and including the day of termination. (*The daily rate is calculated by dividing the monthly AUM fee by the number of days in the termination month). Clients may terminate their contracts without penalty, for full refund, within 5 business days of signing the advisory contract.

Because client fees will be withdrawn directly from client accounts, this advisor must:
(A) Possess written authorization from the client to deduct advisory fees from an account held by a qualified custodian. (B) Send the qualified custodian written notice of the amount of the fee to be deducted from the client's account. (C) Send the client a written invoice itemizing the fee, including any formulae used to calculate the fee, the time period covered by the fee and the amount of assets under management on which the fee was based.

B. Payment of Fees

Payment of Investment Supervisory Fees

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Fees are paid monthly in advance.

C. Clients Are Responsible For Third Party Fees

Clients are responsible for the payment of all third party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by PWA. Please see Item 12 of this brochure regarding broker/custodian.

D. Prepayment of Fees

PWA collects fees in advance. Fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination and the total days during the billing period. Fees will be deposited back into client's account within fourteen days.

The fee refunded will be the balance of the fees collected in advance minus the daily rate* times the number of days in the month up to and including the day of termination. (*The daily rate is calculated by dividing the monthly AUM fee by the number of days in the termination month).

E. Outside Compensation For the Sale of Securities to Clients

Neither PWA nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or services fees from the sale of mutual funds.

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

PWA does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

PWA generally provides management supervisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Trusts, Estates, or Charitable Organizations
- ❖ Corporations or Business Entities

Minimum Account Size

There is no account minimum.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis

PWA's methods of analysis include charting analysis, fundamental analysis, technical analysis, and cyclical analysis.

Charting analysis involves the use of patterns in performance charts. PWA uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Technical analysis involves the analysis of past market data; primarily price and volume.

Cyclical analysis involved the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Investment Strategies

PWA uses long term trading, short term trading, short sales, margin transactions, and options writing (including covered options, uncovered options, or spreading strategies).

Form ADV 2A Version: 1/7/2013

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

Methods of Analysis

Charting analysis strategy involves using and comparing various charts to predict long and short term performance or market trends. The risk involved in solely using this method is that only past performance data is considered without using other methods to crosscheck data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

Cyclical analysis assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are two-fold : 1) the markets do not always repeat cyclical patterns and 2) if too many investors begin to implement this strategy, it changes the very cycles they are trying to take advantage of.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Short term trading, short sales, margin transactions, and options writing generally hold greater risk and clients should be aware that there is a material risk of loss using any of those strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

PWA generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets. However, it will utilize short sales, margin transactions, and options writing. Short sales, margin

transactions, and options writing generally hold greater risk of capital loss and clients should be aware that there is a material risk of loss using any of those strategies.

Mutual Funds: Investing in mutual funds carries the risk of capital loss. Mutual funds are not guaranteed or insured by the FDIC or any other government agency. You can lose money investing in mutual funds. All mutual funds have costs that lower investment returns. They can be of bond “fixed income” nature (lower risk) or stock “equity” nature (mentioned above).

Equity investment generally refers to buying shares of stocks by an individual or firms in return for receiving a future payment of dividends and capital gains if the value of the stock increases. There is an innate risk involved when purchasing a stock that it may decrease in value and the investment may incur a loss.

Treasury Inflation Protected/Inflation Linked Bonds: The Risk of default on these bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal.

Fixed Income is an investment that guarantees fixed periodic payments in the future that may involve economic risks such as inflationary risk, interest rate risk, default risk, repayment of principal risk, etc.

Debt securities carry risks such as the possibility of default on the principal, fluctuation in interest rates, and counterparties being unable to meet obligations.

Stocks & Exchange Traded Funds (ETF): Investing in stocks & ETF's carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Investments in these securities are not guaranteed or insured by the FDIC or any other government agency.

Hedge Funds are not suitable for all investors and involve a high degree of risk due to several factors that may contribute to above average gains or significant losses. Such factors include leveraging or other speculative investment practices, commodity trading, complex tax structures, a lack of transparency in the underlying investments, and generally the absence of a secondary market.

REITs have specific risks including valuation due to cash flows, dividends paid in stock rather than cash, and the payment of debt resulting in dilution of shares.

Private placements carry a substantial risk as they are largely unregulated offerings not subject to securities laws.

Precious Metal ETFs (Gold, Silver, Palladium Bullion backed “electronic shares” not physical metal): Investing in precious metal ETFs carries the risk of capital loss.

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various other types of

risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Short term trading risks include liquidity, economic stability and inflation.

Short sales risks include the upward trend of the market and the infinite possibility of loss.

Margin transactions use leverage that is borrowed from a brokerage firm as collateral.

Options writing involve a contract to purchase a security at a given price, not necessarily at market value, depending on the market.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither PWA nor its representatives are registered as or have pending applications to become a broker/dealer or as representatives of a broker/dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither PWA nor its representatives are registered as or have pending applications to become a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Neither PWA nor its representatives have any material relationships to this advisory business that would present a possible conflict of interest.

D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

PWA may direct clients to third party money managers. PWA will be compensated via a fee share from the advisers to which it directs those clients. This relationship will be disclosed in each contract between PWA and each third party advisor. The fees shared will not exceed any limit imposed by any regulatory agency. PWA will always act in the best interests of the client, including when determining which third party manager to recommend to clients. PWA will ensure that all recommended advisers or managers are licensed or notice filed in the states in which PWA is recommending them to clients.

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

A. Code of Ethics

We have a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Our Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

PWA does not recommend that clients buy or sell any security in which a related person to PWA or PWA has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of PWA may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of PWA to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the

recommendations they provide to clients. Such transactions may create a conflict of interest. PWA will always document any transactions that could be construed as conflicts of interest and will always transact client business before their own when similar securities are being bought or sold.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of PWA may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of PWA to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. PWA will always transact client's transactions before its own when similar securities are being bought or sold.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

The Custodian, Schwab Institutional, a division of Charles Schwab & Co., Inc., (CRD # 5393), was chosen based on their relatively low transaction fees and access to mutual funds and ETFs. PWA will never charge a premium or commission on transactions, beyond the actual cost imposed by Custodian.

1. Research and Other Soft-Dollar Benefits

PWA receives research, products, or other services from its broker/dealer or another third-party in connection with client securities transactions ("soft dollar benefits"). There is no minimum client number or dollar number that PWA must meet in order to receive free research from the custodian or broker/dealer. There is no incentive for PWA to direct clients to this particular broker-dealer over other broker-dealers who offer the same services. However, because this firm does not have to produce or pay for services or products it has an incentive to choose a custodian that provides those services based on its interests rather than the clients' interests. The first consideration when recommending broker/dealers to clients is best execution. PWA always acts in the best interest of the client.

2. Brokerage for Client Referrals

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

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

PWA will require clients to use a specific broker-dealer to execute transactions.

Form ADV 2A Version: 1/7/2013

B. Aggregating (Block) Trading for Multiple Client Accounts

PWA maintains the ability to block trade purchases across accounts. Block trading may benefit a large group of clients by providing PWA the ability to purchase larger blocks resulting in smaller transaction costs to the client. Declining to block trade can cause more expensive trades for clients.

Item 13: Reviews of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Client accounts are reviewed continuously by Michael David Carlucci and/or Kenneth C. Coniglio. The chief advisors are instructed to review clients' accounts with regards to their investment policies and risk tolerance levels. All accounts at PWA are assigned to these reviewers.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

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

C. Content and Frequency of Regular Reports Provided to Clients

Each client will receive at least monthly from the custodian, a written report that details the client's account including assets held and asset value which will come from the custodian.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

PWA does not receive any economic benefit, directly or indirectly from any third party for advice rendered to PWA clients.

B. Compensation to Non – Advisory Personnel for Client Referrals

PWA may pay portion of the fee collected to non-advisory personal as compensation for client referrals. The client will sign a document acknowledging the referral. Clients will never incur a higher fee due to the referral compensation.

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Item 15: Custody

PWA, with client written authority, has limited custody of client's assets through direct fee deduction of PWA's fees only. If the client chooses to be billed directly by Schwab Institutional, a division of Charles Schwab & Co., Inc., (CRD # 5393), PWA would have constructive custody over that account and must have written authorization from the client to do so. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

Item 16: Investment Discretion

For those client accounts where PWA provides ongoing supervision, the client has given PWA written discretionary authority over the client's accounts with respect to securities to be bought or sold and the amount of securities to be bought or sold. Details of this relationship are fully disclosed to the client before any advisory relationship has commenced. The client provides PWA discretionary authority via a limited power of attorney in the Investment Advisory Contract and in the contract between the client and the custodian.

Item 17: Voting Client Securities (Proxy Voting)

PWA will accept voting authority for client securities in certain cases. When PWA does accept voting authority for client securities, it will always seek to vote in the best interests of its clients. PWA does not maintain preapproved voting guidelines but relies on the investment committee to determine the appropriate course of action in voting client securities that is in the best interest of the client. Clients may direct PWA on how to vote client securities by communicating their wishes in writing or electronically to PWA. When voting client proxies the investment committee will always hold the interests of the clients above its own interests. Clients of PWA may obtain the voting record of PWA on client securities by contacting PWA at phone number or e-mail address listed on the cover page of this brochure. Clients may obtain a copy of PWA's proxy voting policies and procedures upon request.

Item 18: Financial Information

A. Balance Sheet

PWA does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither PWA nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

PWA has not been the subject of a bankruptcy petition in the last ten years.

Item 19: Requirements For State Registered Advisers

A. Principal Executive Officers and Management Persons; Their Formal Education and Business Background

PWA currently has two management persons/executive officers; Michael David Carlucci and Kenneth Charles Coniglio. Their education and business background can be found on the Supplemental ADV Part 2B forms.

B. Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those (If Any)

Michael David Carlucci and Kenneth Charles Coniglio's other business activities can be found on the Supplemental ADV Part 2B form.

C. How Performance-based Fees are Calculated and Degree of Risk to Clients

PWA does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

D. Material Disciplinary Disclosures for Management Persons of this Firm

No management person at PWA or PWA has been involved in an arbitration claim or been found liable in a civil, self-regulatory organization, or administrative proceeding that is material to the client's evaluation of the firm or its management.

E. Material Relationships That Management Persons Have With Issuers of Securities (If Any)

Neither PWA, nor its management persons, has any relationship or arrangement with issuers of securities.

