

Disclosure Brochure

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This Brochure provides information about the qualifications and business practices of EMC Wealth Management, LLC (“EMC”). If you have any questions about the contents of this Brochure, please contact us at (832) 231-0130. 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.

While EMC Wealth Management, LLC may refer to itself as a “registered investment advisor” or “RIA”, registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Material Changes

As this is the first BROCHURE (Form ADV Part 2A) prepared by EMC Wealth Management, LLC, no material changes exist since there have been no previous versions. Our brochure may be requested from Rasool Shaik at (832) 231-0130. Additional information about EMC is also available via the SEC’s web site www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for EMC is 167761. The SEC’s web site also provides information about any persons affiliated with EMC who are registered, or are required to be registered as investment adviser representatives of EMC.

Table of Contents

1. ADVISORY BUSINESS	3
2. FEES AND COMPENSATION	4
3. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT	6
4. TYPES OF CLIENTS	6
5. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS	6
6. DISCIPLINARY INFORMATION.....	9
7. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS.....	9
8. CODE OF ETHICS	9
9. BROKERAGE PRACTICES	10
10. REVIEW OF ACCOUNTS.....	12
11. CLIENT REFERRALS AND OTHER COMPENSATION.....	13
12. CUSTODY	14
13. INVESTMENT DISCRETION	14
14. VOTING CLIENT SECURITIES	14
15. FINANCIAL INFORMATION	15

1. Advisory Business

EMC Wealth Management, LLC is a fee-based investment adviser that offers Investment Management Services. EMC is a newly formed investment advisory firm, but the experience, education, and background of its principal and investment adviser representative can be found on page 15. EMC has no assets under management at the time this document was prepared (30 April 2013) since it had not yet started operation at that time.

Investment Management Services

EMC offers investment management services performed on a discretionary basis. EMC will work with the client to determine the client's investment objectives and investor risk profile and will design a written investment policy statement. EMC uses investment and portfolio allocation software to evaluate alternative portfolio designs. EMC evaluates the client's existing investments with respect to the client's investment policy statement.

EMC works with new clients to develop a plan to transition from the client's existing portfolio to the portfolio recommended by EMC. EMC will then continuously monitor the client's portfolio holdings and the overall asset allocation strategy and hold regular review meetings with the client regarding the account as necessary. EMC will typically create a portfolio of no-load mutual funds, and may use model portfolios if the models match the client's investment policy. EMC will allocate the client's assets among various investments taking into consideration the overall risk profile selected by the client.

EMC primarily recommends portfolios consisting of mutual funds and exchange traded funds (ETFs) that follow a passive asset class investment philosophy with low holdings turnover. Although purchasing individual equity securities is never a part of our recommended investment strategy, client portfolios may also include some individual equity securities if a position held over from a prior investment manager has significant unrealized capital gains.

Employee Benefit Retirement Plan Services

EMC also provides advisory services to participant-directed employee retirement benefit plans. EMC will analyze the plan's current investment platform, and assist the plan in creating an investment policy statement defining the types of investments to be offered and the restrictions that may be imposed. EMC will recommend investment options to achieve the plan's objectives, provide participant education meetings, and monitor the performance of the plan's investment vehicles.

EMC will recommend changes in the plan's investment vehicles as may be appropriate from time to time. EMC generally will review the plan's investment vehicles and investment policy as necessary.

2. Fees and Compensation

Investment Management Services

The annual fee for investment management services will be charged as a percentage of assets under management at a flat fee of 1.00%. The minimum account size is \$1,000,000. EMC intends to accept account relationships under \$1,000,000 only for clients who demonstrate a sufficient capacity to reach this account relationship size. A minimum fee of \$10,000 per year is generally required. EMC may also negotiate annual fixed fees for Investment Management Services. In certain circumstances, fees, account minimums and their applications to family circumstances may be negotiable.

Employee Benefit Retirement Plan Services

The annual fee for plan services will be 1.00% of assets within the plan. In certain circumstances, fees, account minimums and their applications to family circumstances may be negotiable.

Additional Information

Clients will be invoiced in advance at the beginning of each calendar quarter based upon the value of the client's account at the end of the previous quarter. (Market value is based on independent third party sources or fair market value in the absence of market value; client account balances on which EMC calculates fees may vary from account custodial statements based on independent asset valuations and other accounting variances, including mechanisms for including accrued interest in account statements.)

EMC will request authority from the client to receive quarterly payments directly from the client's account held by an independent custodian. Clients may provide written limited authorization to EMC to withdraw fees from the account. EMC will send to the client an invoice showing the amount of the fee, the value of the client's assets on which the fee was based, and the specific manner in which the fee was calculated. Clients should verify the accuracy of the fee calculations in such invoices.

All fees are calculated as described above and are not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client.

A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded.

All fees paid to EMC for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. A client could invest in mutual funds directly, without the services of EMC. In that case, the client would not receive the services provided by EMC which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by EMC to fully

understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

EMC's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, and other third parties such as custodial fees, 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. Such charges, fees and commissions are exclusive of and in addition to EMC's fee, and EMC shall not receive any portion of these commissions, fees, and costs.

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

EMC does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). All fees are calculated as described above and are not charged on the basis of income or capital gains or capital appreciation of the funds or any portion of the funds of an advisory client.

4. Types of Clients

EMC manages investment portfolios for individuals, qualified retirement plans, trusts and small businesses. As described earlier, EMC generally requires a minimum account of \$1,000,000 for Investment Management Services, and a minimum fee of \$10,000 per year.

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

Methods of Analysis and Investment Strategy

EMC's services are based on long-term investment strategies incorporating the principles of Modern Portfolio Theory. EMC's investment approach is firmly rooted in the belief that markets are "efficient" over long periods of time and investors' long-term returns are

determined principally by asset allocation decisions, rather than market timing or stock picking. EMC recommends diversified portfolios, principally through the use of passively managed, asset class mutual funds and ETFs. EMC selects or recommends to clients portfolios of securities, principally broadly traded open-end mutual funds to implement this investment strategy.

Although all investments involve risk, EMC's investment advice seeks to limit risk through broad diversification among asset classes. EMC's investment philosophy is designed for investors who desire a buy and hold strategy. EMC's strategy seeks to minimize frequent trading of securities that increase brokerage and other transaction costs.

In the implementation of investment plans, EMC therefore primarily uses mutual funds. EMC may also utilize Exchange Traded Funds (ETFs) to represent a market sector.

Clients may hold or retain other types of assets as well, and EMC may offer advice regarding those various assets as part of its services. Advice regarding such assets will generally not involve asset management services but may help to more generally assist the client.

EMC's strategies do not utilize securities that we believe would be classified as having any unusual risks, and we do not recommend frequent trading, which can increase brokerage and other costs and taxes.

Analysis of a Client's Financial Situation

In the development of investment plans for clients, including the recommendation of an appropriate asset allocation, EMC relies on an analysis of the client's financial objectives, current and estimated future resources, and tolerance for risk. To derive a recommended asset allocation, EMC may use a Monte Carlo simulation, a standard statistical approach for dealing with uncertainty. As with any other methods used to make projections into the

future, there are several risks associated with this method, which may result in the client not being able to achieve their financial goals. They include:

- The risk that expected future cash flows will not match those used in the analysis.
- The risk that future rates of return will fall short of the estimates used in the simulation.
- The risk that inflation will exceed the estimates used in the simulation.
- For taxable clients, the risk that tax rates will be higher than was assumed in the analysis.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. All investments present the risk of loss of principal – the risk that the value of securities (mutual funds and ETFs), when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that the appreciation will be less than inflation. In other words, the purchasing power of the proceeds may be less than the purchasing power of the original investment.

The mutual funds and ETFs utilized by EMC may include funds invested in domestic and international equities, including real estate investment trusts (REITs), corporate and government fixed income securities and commodities. Equity securities may include large capitalization, medium capitalization and small capitalization stocks. Mutual funds and ETF shares invested in fixed income securities are subject to the same interest rate, inflation and credit risks associated with the underlying bond holdings.

Among the riskiest mutual funds used in EMC's investment strategies funds are the U.S. and International small capitalization and small capitalization value funds, emerging markets funds, and commodity futures funds. Conservative fixed income securities have lower risk of loss of principal, but most bonds (with the exception of Treasury Inflation

Protected Securities, or TIPS) present the risk of loss of purchasing power through lower expected return. This risk is greatest for longer-term bonds.

Certain funds utilized by EMC may contain international securities. Investing outside the United States involves additional risks, such as currency fluctuations, periods of illiquidity and price volatility. These risks may be greater with investments in developing countries.

More information about the risks of any particular market sector can be reviewed in representative mutual fund prospectuses managing assets within each applicable sector.

6. Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of EMC or the integrity of EMC's management. EMC has no information applicable to this Item.

7. Other Financial Industry Activities and Affiliations

Registered investment advisers are required to disclose any financial industry activities and affiliations that would be material to your evaluation of EMC or the integrity of EMC's advice. EMC has no information applicable to this Item.

8. Code of Ethics

Personal Trading

EMC has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. EMC's Code of Ethics describes the firm's fiduciary duties and responsibilities to clients and sets forth EMC's practice of supervising the personal securities transactions of employees with access to client information. Individuals associated with EMC may buy

or sell securities for their personal accounts identical or different than those recommended to clients. It is the expressed policy of EMC that no person employed by the firm shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on investment decisions of advisory clients.

To supervise compliance with its Code of Ethics, EMC requires that anyone associated with this advisory practice with access to advisory recommendations provide annual securities holding reports and quarterly transaction reports to the firm's principal. EMC also requires such access persons to receive approval from the Chief Compliance Officer prior to investing in any IPO's or private placements (limited offerings). EMC's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information and protecting the confidentiality of client information. EMC requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices. Any individual not in observance of the above may be subject to discipline. EMC will provide a complete copy of its Code of Ethics to any client or prospective client upon request.

9. Brokerage Practices

Investment Management Services

EMC will recommend Schwab Advisor Services (SAS) program offered to independent investment advisers by Charles Schwab & Company, Inc. ("Schwab"), and the Fidelity Institutional Wealth Services (FIWS) program, sponsored by Fidelity Brokerage Services, LLC ("Fidelity"). Schwab and Fidelity are FINRA member broker dealers.

The Schwab and Fidelity brokerage programs will generally be recommended to advisory clients for the execution of mutual fund and equity securities transactions. EMC regularly reviews these programs to ensure that its recommendations are consistent with its fiduciary duty. These trading platforms are essential to EMC's service arrangements and capabilities. In certain circumstances, EMC may accept clients who direct the use of other brokers.

As EMC will not request the discretionary authority to determine the broker dealer to be used or the commission rates to be paid in these situations, clients must direct EMC as to the broker dealer to be used. In directing the use of a particular broker or dealer, it should be understood that EMC will not have authority to negotiate commissions among various brokers or obtain volume discounts, and best execution may not be achieved. EMC will seek to negotiate favorable commission rates for its clients at the aforementioned recommended custodians. Not all investment advisers require clients to direct the use of specific brokers.

Schwab and Fidelity do not generally charge clients a custody fee and are compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through the broker or that settle into the clients' accounts at the brokers. Trading client accounts through other brokers may result in fees (including mark-ups and mark-downs) being charged by the custodial broker and an additional broker.

EMC generally does not aggregate any client transactions in mutual fund or other securities. Client accounts are individually reviewed and managed, and transaction costs are not saved by aggregating orders in almost all circumstances in which EMC arranges transactions.

EMC does not have any arrangements to compensate any broker dealer for client referrals. EMC may also recommend no-load annuity products and other specially-based products through TIAA-CREF.

When trading client accounts, errors may periodically occur. EMC does not maintain any client trade error gains. EMC makes client whole with respect to any trade error losses incurred by client and caused by EMC.

Employee Benefit Retirement Plan Services

EMC does not arrange for the execution of securities transactions for plans as a part of this service. Transactions are executed directly through employee plan participation.

10. Review of Accounts

Reviews: Account assets are supervised continuously and formally reviewed quarterly by the Members of EMC. The review process contains each of the following elements:

- assessing client goals and objectives;
- evaluating the employed strategy(ies);
- monitoring the portfolio(s); and
- addressing the need to rebalance.

Additional account reviews may be triggered by any of the following events:

- a specific client request;
- a change in client goals and objectives;
- tax loss harvesting opportunities;
- an imbalance in a portfolio asset allocation; and
- market/economic conditions.

Employee Benefit Retirement Plan Services

Plan assets are generally reviewed on a quarterly basis, and according to the standards and situations described above for investment management accounts.

Reports: All Investment Management clients will receive quarterly performance reports, prepared by EMC, that summarize the client's account and asset allocation. Clients will also receive monthly statements from their account custodian, which will outline the client's current positions, and current market value.

Employee Benefit Retirement Plan Services accounts receive quarterly statements from their plan administrator. EMC will provide additional reports and recommendations to plan sponsors based on its review of plan asset performance or specific client requests.

11. Client Referrals and Other Compensation

As indicated under the disclosure for Item 9, SAS and FIWS each respectively provide EMC with access to services not available to retail investors. These services generally are available to independent investment advisors on an unsolicited basis at no charge to advisers. SAS requires an adviser maintain a total of at least \$10 million of the advisor's clients' assets in accounts at Schwab, or otherwise charges advisor a fee for these services. The services include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

These services benefit EMC but may not benefit its clients' accounts. Many of the products and services assist EMC in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of EMC's fees from its clients' accounts, and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of EMC's accounts. Recommended brokers also make available to EMC other services intended to help EMC manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. EMC does not, however, enter into any commitments with the brokers for transaction levels in exchange for any services or products from brokers. While as a fiduciary, EMC endeavors to act in its clients' best interests, EMC's requirement that clients maintain their assets in accounts at Schwab or Fidelity may be based in part on the benefit to EMC of the availability of

some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the brokers, which may create a potential conflict of interest.

12. Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. EMC urges clients to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

13. Investment Discretion

Investment management clients are requested to provide EMC with written authority to determine which securities and the amounts of securities that are bought or sold. Any limitations on discretionary authority shall be included in the client's advisory agreement or added as an addendum. Clients may change/amend these limitations as required. Such amendments shall be submitted in writing.

14. Voting Client Securities

As a matter of firm policy and practice, EMC does not accept the authority to and does not vote proxies on behalf of advisory clients. Clients will receive applicable proxies directly from the issuer of securities held in clients' investment portfolios. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios.

Class Actions, Bankruptcies and Other Legal Proceedings: Clients should note that EMC will neither advise nor act on behalf of the client in legal proceedings involving

companies whose securities are held or previously were held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct EMC to transmit copies of class action notices to the client or a third party. Upon such direction, EMC will make commercially reasonable efforts to forward such notices in a timely manner.

15. Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about EMC's financial condition. EMC has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.