

FIRM BROCHURE

Part 2A of Form ADV

This brochure provides information about the qualifications and business practices of Retirement Wealth Advisors. If you have any questions about the contents of this brochure, please contact us at: 800-903-2562, or by email at: jwenk@retirementwealthadvisors.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 RWA is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2 - MATERIAL CHANGES

Annual Update

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisors to provide a Firm Brochure in a narrative "Plain English" format. The new final rule specifies mandatory sections and organizations.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at 800-903-2562 or by email at: support@retirementwealthadvisors.com

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ITEM 4 - ADVISORY BUSINESS

Firm Description

Retirement Wealth Advisers, hereinafter (“RWA”) is a corporation formed under the laws of Michigan and was founded in 2005 and is an SEC registered investment adviser. Retirement Wealth Advisors, Inc. offers personalized investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities.

This narrative provides clients with information regarding RWA and the qualifications, business practices, and nature of advisory services that should be considered before becoming an advisory client of RWA. Individuals associated with RWA will provide its investment advisory services. These individuals are appropriately licensed, qualified, or authorized to provide advisory services on behalf of RWA. Such individuals are known as Investment Adviser Representatives. RWA provides two primary financial advisory services: 1) investment management services, and 2) personal financial planning. Each of these two services may be billed separately as unique services, or, in most cases for ongoing clients, billings for both services are integrated, as described below. Some clients may use the Adviser only for the financial planning; others may choose to use the Adviser only for investment management services. Most clients use both of these options.

The Adviser is a fee-only investment management and financial planning firm. The firm does not sell securities on a commission basis. However, there may be some associated persons who are in other fields where they receive commissions as compensation. The investment management services are provided through separately managed accounts for each client. The Adviser does not act as a custodian of client assets, and the client always maintains asset control. The Adviser has discretion of client accounts and places trades for clients under a limited power of attorney.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the client on an as-needed basis. Any conflicts of interest arising out of the Adviser’s or its associated persons are disclosed in this brochure.

Principal Owners

Jason Wenk is a 56% stockholder. Jason Crump, Joel VanWoerkom and Joshua Davis are each 13% stockholders. Gerald Sikkenga is a 5% stockholder.

Types of Advisory Services

RWA provides investment supervisory services, also known as asset management services and furnishes investment advice through consultations. On more than an occasional basis, RWA furnishes advice to clients on matters not involving securities.

RWA offers discretionary and non-discretionary continuous portfolio management services where the investment advice provided is tailored to meet the needs and investment objectives of the client. The Firm offers an initial consultation in which pertinent information about the client’s personal and financial circumstances and objectives is collected, and the scope of the engagement is determined.

Where RWA enters into discretionary arrangements with clients, RWA will be granted discretion and authority to manage the client’s account subject to any written guidelines that the client may provide. Accordingly, RWA is authorized to perform various functions, at the client’s expense, without further approval from the client. Such functions may include the determination of securities and the amount of securities to be purchased and/or sold.

Once the portfolio is constructed, RWA provides ongoing supervision and rebalancing of the portfolio as changes in market conditions and client circumstances may require. For non-discretionary portfolio management services, RWA will monitor the client’s assets and will provide recommendations as to the client’s asset allocation. The client is free at all times to accept or reject any investment recommendation from RWA. For non-discretionary portfolio management, RWA will implement recommendations upon obtaining client approval.

Variable Annuity Asset Allocation

RWA also provides Variable Annuity Asset Allocation services for Variable Annuity contracts issued by numerous Insurance Companies. These strategies are known as “VaR Allocation Series” and “RWA Multi-Strategy Allocation”.

Financial Planning Services

RWA engages in financial planning services for a fee. Financial planning and consulting will typically involve providing a variety of services, principally advisory in nature, to clients regarding the management of their financial resources based upon an analysis of their individual needs. An Investment Adviser Representative of RWA will first conduct an initial consultation. After the initial consultation, if the client decides to engage RWA for financial planning services, an Investment Adviser Representative will conduct follow up meetings as necessary, during which pertinent information about the client’s financial circumstances and objectives is collected. Once such information has been reviewed and analyzed, a financial plan – designed to achieve the client’s stated financial goals and objectives – may be presented to the client.

Clients may act on the Firm’s recommendations by placing securities transactions with any brokerage firm the client chooses. The client is under no obligation to act on the Firm’s financial planning recommendations. Moreover, the client is under no obligation to implement the financial plan through RWA. Financial plans are based on the client’s financial situation at the time the plan is presented and on financial information disclosed by the client to RWA. Clients are advised that certain assumptions may be made with respect to interest and inflation rates and use of past trends and performance of the market and economy. Past performance is in no way an indication of future performance. RWA cannot offer any guarantees or promises that the client’s financial goals and objectives will be met. As the client’s financial situation, goals, objectives, or needs change, the client must notify RWA promptly.

As of December 31st, 2012 RWA manages approximately \$137,487,882 in assets for approximately 570 clients all of which is managed on a discretionary basis.

Assignment of Investment Management Agreements

Agreements may not be assigned without client consent.

Types of Agreements

The following agreements define the typical client relationships:

Investment Management Agreement. As part of the investment management service, all aspects of the client’s financial affairs are reviewed and realistic and measurable goals are set and objectives to reach those goals are defined. As goals and objectives change over time, suggestions are made and implemented on an ongoing basis. The Adviser periodically reviews a client’s financial situation and portfolio through regular contact with the client which often includes an annual meeting with the client. The Adviser makes use of portfolio rebalancing software to maintain client allocations according to the Investment Policy Statement in effect.

ITEM 4 - ADVISORY BUSINESS CONTINUED

The scope of work and fee for an Advisory Service Agreement is provided to the client in writing prior to the start of the relationship. The agreement sets forth the services to be provided, the fees for the service and the agreement may be terminated by either party in writing at any time.

Financial Planning Agreement. The financial plan may include, but is not limited to: a net worth statement; a cash flow statement; a review of investment accounts, including reviewing asset allocation and providing repositioning recommendations; strategic tax planning; a review of retirement accounts and plans including recommendations; a review of insurance policies and recommendations for changes, if necessary; one or more retirement scenarios; estate planning review and recommendations; and education planning with funding recommendations.

The financial planning may be the only service provided to the client and does not require that the client use or purchase the investment advisory services offered by the Advisor or any of the insurance products or other products and services offered by the associated persons of the Advisor. There is an inherent conflict of interest for the Advisor whenever a financial plan recommends use of professional investment management services or the purchase of insurance products or other financial products or services. The Advisor or its associated persons may receive compensation for financial planning and the provision of investment management services and/or the sale of insurance and other products and services. The Advisor does not make any representation that these products and services are offered at the lowest available cost and the client may be able to obtain the same products or services at a lower cost from other providers. However, the client is under no obligation to accept any of the recommendations of the Advisor or use the services of the Advisor in particular.

Hourly Engagements. The Adviser provides hourly services for clients who need advice on a limited scope of work.

Asset Management

Investments may include: equities (stocks), warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company securities (variable life insurance, variable annuities, and mutual funds shares), U. S. government securities, options contracts, futures contracts, and interests in partnerships. RWA reserves the right to advise clients on any other types of investments deemed appropriate based on the client's stated goals and objectives. The Firm may also provide advice on other types of investments held in a client's portfolio at the inception of the advisory relationship or on investments for which the client requests advice.

Stocks and bonds may be purchased or sold through a brokerage account when appropriate. The brokerage firm charges a fee for stock and bond trades. RWA does not receive any compensation, in any form, from fund companies.

Selection of Third Party Advisers and Sub Advisers

RWA may recommend that clients utilize the services of a third party investment adviser ("TPA") to manage a portion of, or their entire portfolio. All TPAs that the Firm recommends to its clients must either be registered as investment advisers with the Securities and Exchange Commission or with the appropriate state authority(ies).

After gathering information about the client's financial situation and objectives, an investment adviser representative of RWA will make recommendations regarding the suitability of a TPA or investment style based on, but not limited to, the client's financial needs, investment goals, tolerance for risk, and investment objectives. Upon selection of a TPA(s), RWA will monitor the performance of the TPA(s) to ensure their performance and investment style remains aligned with the investment goals and objectives of the client.

RWA may share in the fee paid by the client to the TPA. Clients who are referred to TPAs will receive full disclosure, including services rendered and fee schedules, at the time of the referral by delivery of a copy of the relevant TPA's Form ADV Part 2 or equivalent disclosure document. In addition, if the investment program recommended to a client is a wrap fee program, the client will also receive the Schedule H or equivalent wrap fee account size, minimum fees, or other portfolio conditions as outlined in their disclosure statements. The Firm or the TPA will provide to each client all appropriate disclosure statements, including disclosure of solicitation fees paid to RWA and its investment adviser representatives.

Fees paid by the client to the TPA are established and payable in accordance with the Form ADV Part 2 or other equivalent disclosure document provided by each TPA to whom the client is referred and these fees may or may not be negotiable. Such compensation may differ depending upon the Firm's individual agreement with each TPA. As such, RWA or its investment adviser representatives may have an incentive to recommend one TPA over another TPA with whom it has less favorable compensation arrangements or other advisory programs offered by TPAs with which it has no compensation arrangements. Clients may be required to sign an agreement directly with the TPA(s) selected. The client, the Firm, or the TPA, in accordance with the provisions of those agreements, may terminate the advisory relationship. If the TPA is compensated in advance, the client will typically receive a pro rata refund of any prepaid advisory fees upon termination of an advisory agreement.

Termination of Agreement

A Client may terminate any of the aforementioned agreements at any time by notifying the Adviser in writing. Clients shall be charged pro rata for services provided through to the date of termination. If the client made an advance payment, the Adviser will refund any unearned portion of the advance payment. The Adviser reserves the right to terminate any financial planning engagement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate, in the Adviser's judgment, to providing proper financial advice. Any unused portion of fees collected in advance will be refunded.

ITEM 5 - FEES AND COMPENSATION

Investment Management

RWA bases its fees on a percentage of assets under management. Although the Investment Management Agreement is an ongoing agreement and constant adjustments are required, the length of service to the client is at the client's discretion. The client or the investment manager may terminate an Agreement by written notice to the other party. At termination, fees will be billed on a pro rata basis for the portion of the quarter completed. The portfolio value at the completion of the prior full billing quarter is used as the basis for the fee computation, adjusted for the number of days during the billing quarter prior to termination.

RWA currently offers three programs. The annual fee for portfolio management services for FOLIOfn accounts is billed quarterly in advance based on the asset value on the last business day of the previous quarter. The annual fee for portfolio management services for TD Ameritrade accounts is billed quarterly in arrears based on the asset value on the last business day of the current quarter. The annual fee for portfolio management services for "Wealtholution Portfolios" is billed quarterly in arrears on the last business day of the previous quarter. Fees will be assessed pro rata in the event the portfolio management agreement is executed at any time other than the first day of a calendar quarter. Portfolio management fees may be negotiable depending on factors such as the amount of assets under management, range of investments, and complexity of the client's financial circumstances, among others.

FOLIOfn Accounts

	Agressive	Moderate Agressive	Moderate	Moderate Conservative	Conservative
First: <\$250,000	2.43%	2.27%	2.11%	1.95%	1.79%
Next: \$250,001 - \$500,000	2.36%	2.19%	2.02%	1.86%	1.69%
Next: \$500,001 - \$1,000,000	2.21%	2.04%	1.92%	1.74%	1.57%
Next: \$1,000,001 - \$2,000,000	1.90%	1.79%	1.63%	1.47%	1.31%
Next: > \$2,000,001	1.80%	1.50%	1.40%	1.30%	1.20%

TD Ameritrade Accounts

	All Allocations
First: <\$250,000	1.00%
Next: \$250,001 - \$500,000	0.90%
Next: \$500,001 - \$1,000,000	0.80%
Next: \$1,000,001 - \$2,000,000	0.70%
Next: > \$2,000,001	0.60%

Wealtholution Accounts

	All Allocations
First: < \$2,000,000	0.60%
Next: > \$2,000,001	0.40%

One exception to the above schedules is when the client selects an account with a performance fee. The annual advisory fee for the program ranges from 1.00% to 2.00%.

For all accounts non-discretionary, non-managed accounts (non-asset billed) there is an annual fee of \$50 for administrative services. For all managed accounts, there is an annual minimum fee of \$150 prorated based on the account's billing cycle. This fee applies on accounts which yield revenue of less than \$100 annually.

Variable Annuity Asset Allocation

RWA also provides Variable Annuity Asset Allocation services for Variable Annuity contracts issued by numerous Insurance Companies. The annualized negotiable fees for discretionary and non-discretionary Variable Annuity Asset Allocation services are based on the following fee schedule:

VaR Allocation Series 1.25%

RWA Multi-Strategy Allocation 1.50%

The annual fees for Variable Annuity Asset Allocation Services are billed quarterly in advance based on the asset value on the last business day of the previous quarter. Payment of the Firm's

management fees will be made by the qualified custodian holding the client's funds and securities provided the client supplies written authorization permitting the fees to be paid directly from the account. A client may terminate the agreement at any time and will receive a refund of any prepaid but unearned advisory fees for the period from the termination date through the end of that calendar quarter.

Financial Planning

RWA charges a \$600 flat fee for financial planning services due upon completion of services rendered. No payments are required in advance. Plans come with 100% satisfaction guarantee. If a client is not satisfied after their plan is complete, then RWA does not bill them for the plan.

Performance Fees

RWA provides a performance fee-based account option. The annual advisory fee for the program ranges from 1.00% to 2.00%. If the portfolio outperforms the individual benchmark for the portfolio, a performance fee will be assessed. The performance fee is generally equal to 20% tied to the annual gross profits, adjusted for deposits and withdrawals made during the year, in a Client's account over a hurdle rate. Performance-based fees are charged annually or quarterly in arrears.

ITEM 6 - PERFORMANCE FEES

Other Fees

Unless the client portfolio account is in a wrap program, the client will likely incur fees from brokerages, custodians, administrators and other service providers. These fees are incurred as a result of managing a client account and are charged by the service provider. The amount and nature of these fees is based on the service provider's fee schedule(s) at the provider's sole discretion. These fees are separate and distinct from any fees charged by the Adviser.

The Adviser or the sub-advisors selected by the Adviser may include mutual funds, variable annuity products, ETFs, and other managed products or partnerships in clients' portfolios. Clients may be charged for the services by the providers/managers of these products in addition to the management fee paid to the Adviser. The Adviser, from time to time, may select or recommend to separately managed clients the purchase of proprietary investment products. To the extent that the client's separately managed portfolio includes such proprietary products, the Adviser will adjust the client's fee associated with the client's separately managed account. The fees and expenses charged by the product providers are separate and distinct from the management fee charged by the Adviser. These fees and expenses are described in each mutual fund's or underlying annuity fund's prospectus or in the offering memorandums of a partnership. These fees will generally include a management fee, other fund expenses and a possible distribution fee. No-load or load waived mutual funds may be used in client portfolios so there would be no initial or deferred sales charges; however, if a fund that imposes sales charges is selected, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund or variable annuity or investment partnership directly, without the services of the Adviser. Accordingly, the client should review both the fees charged by the funds and the applicable program fee charged by the Advisor to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

If it is determined that a client portfolio shall contain corporate debt or other types of over the counter securities, the client may pay a mark-up or mark-down or a "spread" to the broker or dealer on the other side of the transaction that is built into the purchase price of the security.

In some cases there may be fees charged which are a result of brokered trading activity by associated personnel of the Adviser that is outside of the constructs of the Adviser's investment advisory portfolios and are thus not included in the management fee. These trades are generally at the request of the client and the fees may vary in size depending on the nature of the client's requests.

Conflict of Interest Between Different Fee Structures

The Adviser offers several different services detailed in this brochure that compensate the Adviser differently depending on the service selected. There is a conflict of interest for the Adviser and its associated personnel to recommend the services that offer a higher level of compensation to the Firm through either higher management fees or reduced administrative expenses. The Adviser mitigates this conflict through its procedures to review client accounts relative to the client or investors personal financial situation to ensure the investment management service provided is appropriate. Further, the Adviser is committed to its obligation to ensure associated persons adhere to the Firm's Code of Ethics and to ensure that the Firm and its associated persons fulfill their fiduciary duty to clients or investors.

ITEM 7 - TYPES OF CLIENTS

Types of Clients

RWA generally provides investment advice to individuals, pension and profit sharing plans, trusts, estates, or charitable organizations, and corporations or business entities. Client relationships vary in scope and length of service.

Account Minimums

Generally, RWA requires an account minimum of \$100,000 for asset management services however, at its sole discretion, RWA may waive or lower this minimum. For the performance fee-based account option there is a minimum investment of \$100,000 for this type of account and the Client must either have over \$750,000 under RWA's management or a net worth of at least \$1,500,000.

Methods of Analysis

Security analysis methods may include charting, fundamental analysis, and technical analysis. The main sources of information include financial newspapers and magazines, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Investment Strategies

Strategies may include long-term purchases, short-term purchases, trading, short sales, and option writing (including covered options, uncovered options or spreading strategies). RWA strives to build portfolios that are globally diversified to control the risk associated

with traditional markets. The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement that documents their objectives and their desired investment strategy. The Adviser's strategies may involve frequent trading.

Market, Security and Regulatory Risks

Any investment with the Adviser involves significant risk, including a complete loss of capital and conflicts of interest. All investment programs have certain risks that are borne by the investor which are described below:

Market Risks

Competition. The securities industry and the varied strategies and techniques to be engaged in by the Adviser are extremely competitive and each involves a degree of risk. The Adviser will compete with firms, including many of the larger securities and investment banking firms, which have substantially greater financial resources and research staffs.

Market Volatility. The profitability of the Adviser substantially depends upon it correctly assessing the future price movements of stocks, bonds, options on stocks, and other securities and the movements of interest rates. The Adviser cannot guarantee that it will be successful in accurately predicting price and interest rate movements.

ITEM 8 - METHODS OF ANALYSIS, INVESTMENTS STRATEGIES AND RISK OF LOSS CONT

Retirement Wealth Advisors Inc. Investment Activities. The Adviser's investment activities involve a significant degree of risk. The performance of any investment is subject to numerous factors which are neither within the control of nor predictable by the Adviser. Such factors include a wide range of economic, political, competitive, technological and other conditions (including acts of terrorism and war) that may affect investments in general or specific industries or companies. The securities markets may be volatile, which may adversely affect the ability of the Adviser to realize profits.

Material Non-Public Information. By reason of their responsibilities in connection with other activities of the Adviser and/or its affiliates, certain principals or employees of the Adviser and/or its affiliates may acquire confidential or material non-public information or be restricted from initiating transactions in certain securities. The Adviser will not be free to act upon any such information. Due to these restrictions, the Adviser may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell an investment that it otherwise might have sold.

Accuracy of Public Information. The Adviser selects investments, in part, on the basis of information and data filed by issuers with various government regulators or made directly available to the Adviser by the issuers or through sources other than the issuers. Although the Adviser evaluates all such information and data and sometimes seeks independent corroboration when it's considered appropriate and reasonably available, the Adviser is not in a position to confirm the completeness, genuineness or accuracy of such information and data, and in some cases, complete and accurate information is not available.

Investments in Undervalued Securities. The Adviser intends to invest in undervalued securities. The identification of investment opportunities in undervalued securities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. While investments in undervalued securities offer the opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from the Adviser's investments may not adequately compensate for the business and financial risks assumed.

Small Companies. The Adviser may invest a portion of its assets in small and/or unseasoned companies with small market capitalization. While smaller companies generally have potential for rapid growth, they often involve higher risks because they may lack the management experience, financial resources, product diversification and competitive strength of larger companies. In addition, in many instances, the frequency and volume of their trading may be substantially less than is typical of larger companies. As a result, the securities of smaller companies may be subject to wider price fluctuations.

Leverage. When deemed appropriate by the Adviser and subject to applicable regulations, the Adviser may incur leverage in its investment program, whether directly through the use of borrowed funds, or indirectly through investment in certain types of financial instruments with inherent leverage, such as puts, calls and warrants, which may be purchased for a fraction of the price of the underlying securities while giving the purchaser the full benefit of movement in the market of those underlying securities. While such strategies and techniques increase the opportunity to achieve higher returns on the amounts invested, they also increase the risk of loss.

Options and Other Derivative Instruments. The Adviser may invest, from time to time, in options and other derivative instruments, including, but not limited to, the buying and selling of puts and calls on some of the securities held by the Adviser. The prices of many derivative instruments, including many options and swaps, are highly volatile.

The values of options and swap agreements depend primarily upon the price of the securities, indexes, commodities, currencies or other instruments underlying them. Price movements of options contracts and payments pursuant to swap agreements are also influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. Options on highly volatile securities, currencies or other assets may be more expensive than options on other investments.

Hedging Transactions. Investments in financial instruments such as forward contracts, options, commodities and interest rate swaps, caps and floors, other derivatives, and other investment techniques are commonly utilized by investment funds to hedge against fluctuations in the relative values of its portfolio positions as a result of changes in currency exchange rates, interest rates and/or the equity markets or sectors thereof. Any hedging against a decline in the value of portfolio positions does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the portfolio positions' value. Such hedging transactions also limit the opportunity for gain if the value of the portfolio positions should increase. The Adviser is not obligated to establish hedges for portfolio positions and may not do so.

Market or Interest Rate Risk. The price of most fixed income securities move in the opposite direction of the change in interest rates. For example, as interest rates rise, the price of fixed income securities falls. If the Adviser holds a fixed income security to maturity, the change in its price before maturity may have little impact on the Adviser's performance; however, if the Adviser has to sell the fixed income security before the maturity date, an increase in interest rates could result in a loss to the Adviser.

Fixed Income Call Option Risk. Many bonds, including agency, corporate and municipal bonds, and all mortgage-backed securities, contain a provision that allows the issuer to "call" all or part of the issue before the bond's maturity date. The issuer usually retains this right to refinance the bond in the future if market interest rates decline below the coupon rate. There are three disadvantages to the call provision. First, the cash flow pattern of a callable bond is not known with certainty. Second, because the issuer will call the bonds when interest rates have dropped, the Adviser is exposed to reinvestment rate risk – the Adviser will have to reinvest the proceeds received when the bond is called at lower interest rates. Finally, the capital appreciation potential of a bond will be reduced because the price of a callable bond may not rise much above the price at which the issuer may call the bond.

Inflation Risk. Inflation risk results from the variation in the value of cash flows from a security due to inflation, as measured in terms of purchasing power. For example, if the Adviser purchases a 5-year bond in which it can realize a coupon rate of 5%, but the rate of inflation is 6%, then the purchasing power of the cash flow has declined. For all but inflation-linked bonds, adjustable bonds or floating rate bonds, the Adviser is exposed to inflation risk because the interest rate the issuer promises to make is fixed for the life of the security.

Investments in Non-U.S. Investments. From time to time, the Adviser may invest and trade a portion of its assets in non-U.S. securities and other assets (through ADRs and otherwise), which will give rise to risks relating to political, social and economic developments abroad, as well as risks resulting from the differences between the regulations to which U.S. and foreign issuers and markets are subject. Such risks may include: Political or social instability, the seizure by foreign governments of company assets, acts of war or terrorism,

ITEM 8 - METHODS OF ANALYSIS, INVESTMENTS STRATEGIES AND RISK OF LOSS CONT

withholding taxes on dividends and interest, high or confiscatory tax levels, and limitations on the use or transfer of portfolio assets. Enforcing legal rights in some foreign countries is difficult, costly and slow, and there are sometimes special problems enforcing claims against foreign governments.

Foreign securities and other assets often trade in currencies other than the U.S. dollar, and the Adviser may directly hold foreign currencies and purchase and sell foreign currencies through forward exchange contracts. Changes in currency exchange rates will affect the Adviser's net asset value, the value of dividends and interest earned, and gains and losses realized on the sale of investments. An increase in the strength of the U.S. dollar relative to these other currencies may cause the value of the Adviser's investments to decline. Some foreign currencies are particularly volatile. Foreign governments may intervene in the currency markets, causing a decline in value or liquidity of the Adviser's foreign currency holdings. If the Adviser enters into forward foreign currency exchange contracts for hedging purposes, it may lose the benefits of advantageous changes in exchange rates. On the other hand, if the Adviser enters forward contracts for the purpose of increasing return, it may sustain losses. Non-U.S. securities, commodities and other markets may be less liquid, more volatile and less closely supervised by the government than in the United States. Foreign countries often lack uniform accounting, auditing and financial reporting standards, and there may be less public information about the operations of issuers in such markets.

Risk of Default or Bankruptcy of Third Parties. The Adviser may engage in transactions in securities, commodities, other financial instruments and other assets that involve counterparties. Under certain conditions, the Adviser could suffer losses if a counterparty to a transaction were to default or if the market for certain securities, commodities, other financial instruments and/or other assets were to become illiquid.

Regulatory Risks

Strategy Restrictions. Certain institutions may be restricted from directly utilizing investment strategies of the type in which the Adviser may engage. Such institutions, including entities subject to ERISA, should consult their own advisors, counsel and accountants to determine what restrictions may apply and whether an investment in the Adviser is appropriate.

Trading Limitations. For all securities, instruments and/or assets listed on an exchange, including options listed on a public exchange, the exchange generally has the right to suspend or limit trading under certain circumstances. Such suspensions or limits could render certain strategies difficult to complete or continue and subject the Adviser to loss. Also, such a suspension could render it impossible for the Adviser to liquidate positions and thereby expose the Adviser to potential losses.

Conflicts of Interest. In the administration of client accounts, portfolios and financial reporting, the Adviser faces inherent conflicts of interest which are described in this brochure. Generally, the Adviser mitigates these conflicts through its Code of Ethics which provides that the client's interest is always held above that of the Firm and its associated persons.

Supervision of Trading Operations. The Adviser, with assistance from its brokerage and clearing firms, intends to supervise and monitor trading activity in the portfolio accounts to ensure compliance with firm and client objectives. Despite the Adviser's efforts, however, there is a risk that unauthorized or otherwise inappropriate trading activity may occur in portfolio accounts. Depending on the nature of the investment management service selected by a client and the securities used to implement the investment strategy, clients will be exposed to risks that are specific to the securities in their particular investment portfolio.

Security Specific Risks

Liquidity. Liquidity is the ability to readily convert an investment into cash. Securities where there is a ready market that is traded through an exchange are generally more liquid. Securities traded over the counter or that do not have a ready market or are thinly traded are less liquid and may face material discounts in price level in a liquidation situation.

Currency. Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

Limited Liquidity of Interests. An investment in a partnership usually involves substantial restrictions on liquidity and its interests are not freely transferable. There is no market for these interests and no market should be expected to develop. Additionally, transfers are usually subject to the consent of the general partner at the general partner's sole discretion.

Lack of Registration. Funds or LP interests have neither been registered under the Securities Act nor under the securities or "blue sky" laws of any state and, therefore, are subject to transfer restrictions.

Withdrawal of Capital. The ability to withdraw funds from the funds or LP interests is usually restricted in accordance with the withdrawal provisions contained in an Offering Memorandum. In addition, substantial withdrawals by investors within a short period of time could require a fund to liquidate securities positions and other investments more rapidly than would otherwise be desirable, possibly reducing the value of the fund's assets and/or disrupting the fund's investment strategy.

ITEM 9 - LEGAL AND DISCIPLINARY INFORMATION

The firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Insurance Affiliations

Investment adviser representatives of RWA may be licensed to sell insurance products through various independent insurance agencies. In some instances, certain investment adviser representatives may sell insurance products through their independently owned insurance agency. In either case, these investment adviser representatives, in their capacity as independent insurance agents, may sell insurance products to advisory clients. These individuals will receive normal and customary commissions as a result of selling insurance as well as advisory fees for providing advisory services through RWA. Clients are hereby advised that such commissions and advisory fees are separate and apart from the fees charged by the Firm.

Clients are under no obligation, contractually or otherwise, to purchase insurance products or receive investment advice through these associated persons in their separate capacities as insurance agents and/or advisory representatives of RWA. However, if the client freely chooses to implement the plan through such individuals, the investment adviser used will be RWA, and commissions/fees will be earned in addition to any fees paid for advisory services provided by the Firm.

Brokerage Affiliations

RWA is not affiliated with any broker dealer

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

Code of Ethics

RWA has adopted a Code of Ethics which establishes standards of conduct for its supervised persons. The Code of Ethics includes general requirements that such supervised persons comply with their fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, conflicts of interest and confidentiality of client information. It requires supervised persons to report their personal securities transactions and holdings quarterly to RWA's Compliance Officer, and requires the Compliance Officer to review those reports. It also requires supervised persons to report any violations of the Code of Ethics promptly to RWA's Compliance Officer. Each supervised person of RWA receives a copy of the Code of Ethics and any amendments to it and must acknowledge in writing having received the materials. Annually, each supervised person must certify that he or she complied with the Code of Ethics during that year. Clients and prospective clients may obtain a copy of RWA's Code of Ethics by contacting the Compliance Officer of RWA.

Participation or Interest in Client Transactions

From time to time, RWA or persons associated with RWA may buy or sell securities that are recommended to its clients or securities in which its clients are invested. This presents a conflict of interest. To mitigate this conflict, it is RWA's policy that associated persons of RWA shall not have priority over any client account in the purchase or sale of securities. Under certain circumstances, exceptions to the trading policy may be made.

Personal Trading

The Chief Compliance Officer of RWA is Jason Wenk. He reviews all employee trades each quarter (except for his own trading activity that is reviewed by another principal or officer of the Firm).

The personal trading reviews ensure that the personal trading of employees does not affect the markets, and that clients of the firm receive preferential treatment.

Brokerage Selection and Soft Dollars

RWA will recommend that securities be purchased through facilities of TD Ameritrade Institutional ("TD Ameritrade") or FOLIO Institutional ("FOLIO"), all of which are Member FINRA/SIPC. All firms recommended to clients for these services are independent and unaffiliated. It may be the case that the recommended broker charges higher fees or commission rates than another broker charges. Clients may utilize the broker/dealer of their choice and have no obligation to purchase or sell securities through such broker as RWA recommends.

In suggesting or considering a broker dealer based on discretionary authority or on behalf of a nondiscretionary account, the Firm will endeavor to recommend those brokers or dealers that will provide quality services at reasonable commission rates. The reasonableness of commissions is based on several factors, including the broker's ability to provide professional services, competitive commission rates, volume discounts, execution price negotiations, and other services. It is the policy and practice of RWA to strive for the best price and execution for costs and discounts which are competitive in relation to the value of the transaction and which comply with Section 28(e) of the Securities Exchange Act of 1934, as amended. Nevertheless, it is understood that RWA may pay compensation on a transaction in excess of the amount of compensation that another broker or dealer may charge so long as it is in compliance with Section 28(e), and RWA makes no warranty or representation regarding compensation paid on transactions.

ITEM 12 - BROKERAGE PRACTICES

The research products and services that RWA may receive from brokerage firms (e.g. TD Ameritrade, FOLIOfn) may include financial publications, information about particular companies and industries, and other products or services that provide lawful and appropriate assistance to the Firm in the performance of its investment decision-making responsibilities. Such research products and services are provided to all investment advisers who utilize TD Ameritrade, FOLIOfn, and are not considered to be paid for with soft dollars. However, the commissions charged by a particular broker for a particular transaction, or set of transactions, may be greater than the amounts another broker who did not provide research services or products might charge.

Order Aggregation

The nature of the clients and/or trading activity on behalf of client accounts is such that trade aggregation does not garner any client benefit.

Directing Brokerage for Client Referrals

The Adviser and its associated persons do not receive client referrals from broker dealers or third parties as consideration for selecting or recommending brokers for client accounts.

Directed Brokerage

In limited circumstances and at the Firm's discretion, some clients may instruct RWA to use one or more particular brokers for the transactions in their accounts. Clients who may want to direct the Firm to use a particular broker should understand that this may prevent RWA from effectively negotiating brokerage compensation on their behalf and may also prevent RWA from obtaining the most favorable net price and execution. Moreover, clients that direct brokerage may incur additional costs for performance reporting. Thus, when direct-ing brokerage business, clients should consider whether the commission expenses, execution, clearance, and settlement capabilities that they will obtain through their broker are adequately favorable in comparison to those that RWA would otherwise obtain for its clients.

ITEM 13 - REVIEW OF ACCOUNTS

Periodic Reviews

Account reviews are performed on an ongoing basis and no less than quarterly. Reviews are conducted for the purpose of evaluating, reporting and implementing the investment objective of the client. They consider the client's current security positions and the likelihood that the performance of each security will contribute to the investment objectives of the client. The accounts are reviewed by the Investment Adviser Representative who is responsible for the account.

Review Triggers

Accounts are reviewed quarterly or more frequently when market conditions dictate. Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a client's financial or personal situation.

Regular Reports

RWA may provide clients with quarterly reports for managed accounts. The written reports may include account valuation, performance stated in dollars and as a percent, net worth statement, portfolio statement, and a summary of objectives and progress towards meeting those objectives. Clients receive statements of account positions no less than quarterly from the account custodian.

ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

Referrals

Employee and non-employee (outside) solicitors, e.g. unaffiliated broker/dealers, Investment Advisers, accountants, attorneys, etc., who are directly responsible for bringing a client to RWA, may receive compensation from RWA for the client referral. Under these arrangements, the client does not pay higher fees than RWA's normal/typical advisory fees.

Such arrangements will comply with the requirements set forth under the Investment Advisers Act of 1940 and/or the applicable state Securities Act, including a written agreement between RWA and the solicitor. Non-employee solicitors must provide a copy of RWA's ADV Part 2A (Disclosure Brochure) and a separate solicitor's disclosure statement regarding the relationship between the solicitor and RWA to the prospective client at the time of the solicitation or

referral. The prospective client will be requested to acknowledge this arrangement prior to acceptance of the account for advisory services. Applicable state laws may require these persons to become either licensed or registered as representatives of RWA or as an independent investment adviser.

ITEM 15 - CUSTODY

Custody Policy

RWA does not accept or permit the Firm or its associated persons to obtain custody of client assets including cash, securities, acting as trustee, provide bill paying service, have password access to control account activity or any other form of controlling client assets. All checks or wire transfer to fund client accounts are required to be made out to/sent to the account custodian.

Account Statements

All assets are held at qualified custodians and the custodians provide account statements not less than quarterly to clients at their address of record. Clients should carefully review such statements for any discrepancies or inaccuracies.

Performance Reports

Pursuant to recent amendments to Rule 206(4) under the Investment Advisers Act of 1940, the Securities and Exchange Commission now requires advisers to urge clients to compare the information set forth in their statement from the Adviser with the statements received directly from the custodian to ensure accuracy of all account transactions.

ITEM 16 - INVESTMENT DISCRETION

Clients can grant RWA complete discretion over the selection and amount of securities to be purchased or sold without obtaining their prior consent or approval. However, RWA's investment authority may be subject to specified investment objectives, guidelines and/or conditions imposed by the client. For example, a client may specify that at the time of purchase the investment in any particular stock

or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry. Where the Firm enters into nondiscretionary arrangements with clients, RWA will implement recommended transactions upon obtaining client approval.

ITEM 17 - VOTING CLIENT SECURITIES

RWA will not vote nor advise clients how to vote proxies for securities held in client accounts. The client clearly keeps the authority and responsibility for the voting of these proxies. RWA does not give any advice or take any action with respect to the voting of these proxies. For accounts subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), the

plan fiduciary specifically keeps the authority and responsibility for the voting of any proxies for securities held in plan accounts. RWA promptly passes along any proxy voting information to the clients or their representatives.

ITEM 18 - FINANCIAL INFORMATION

RWA does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients. RWA meets all net capital requirements that it is subject to and RWA has not been the subject of a bankruptcy petition in the last 10 years. RWA is not required to provide a balance sheet as it does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$1,200 per client, and six months or more in advance.

Business Continuity Plan

The Adviser has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

Disasters. The Business Continuity Plan covers natural disasters such as snow storms, hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, T-1 communications line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite.

Alternate Offices. Alternate offices are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients within five days of a disaster that

dictates moving our office to an alternate location.

Summary of Business Continuity Plan. A summary of the business continuity plan is available upon request to Retirement Wealth Advisors' Chief Compliance Officer.

Information Security Program

Information Security. The Adviser maintains an information security program to reduce the risk that your personal and confidential information may be breached.

Privacy Practices. Below is a summary of RWA's Privacy Policy regarding client personal information. A complete version of the Privacy Policy may be obtained by contacting the Compliance Officer of RWA.

Retirement Wealth Advisors Inc:

a) Collects non-public personal information about its clients from the following sources:

- Information received from clients on applications or other forms;
- Information about clients' transactions with Mosaic, its affiliates and others;
- Information received from our correspondent clearing broker with respect to client accounts;

ITEM 18 - FINANCIAL INFORMATION

- Medical information submitted as part of an insurance application for a traditional life or variable life policy; and
- Information received from service bureaus or other third parties;

b) RWA will not share such information with any affiliated or nonaffiliated third party except:

- When necessary to complete a transaction in a customer account, such as with the clearing firm or account custodians;
- When required to maintain or service a customer account;
- To resolve customer disputes or inquiries;
- With persons acting in a fiduciary or representative capacity on behalf of the customer;
- With rating agencies, persons assessing compliance with industry standards, or to the attorneys, accountants and auditors of the firm;
- In connection with a sale or merger of Mosaic's business;
- To protect against or prevent actual or potential fraud, identity theft, unauthorized transactions, claims or other liability;
- To comply with federal, state or local laws, rules and other applicable legal requirements;

- In connection with a written agreement to provide investment management or advisory services when the information is released for the sole purpose of providing the products or services covered by the agreement;

- In any circumstances with the customer's instruction or consent

c) Restricts access to confidential client information to individuals who are authorized to have access to confidential client information and need to know that information to provide services to clients.

d) Maintains physical, electronic and procedural security measures that comply with applicable state and federal regulations to safeguard confidential client information.