

# **Direct Asset Management Services Brochure**

**Part 2A Appendix I of Form ADV**

## **Strategic Wealth Advisors Group, Inc.**

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*This wrap fee program brochure provides information about Strategic Wealth Advisors Group and the Direct Asset Management Program that should be considered before becoming a client of the direct Asset Management Program. If you have any questions about the contents of this brochure, please contact us at 1-800-736-9616. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Strategic Wealth Advisors also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).*

August 29, 2014

## **ITEM 2: MATERIAL CHANGES TO THE DIRECT ASSET MANAGEMENT SERVICES BROCHURE**

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

This brochure has been updated. Below is a summary of the changes that were made since the April 10, 2014, brochure:

In the Introduction Section: The assets under management were updated as of May 31, 2014.

SWAG has a new Chief Executive Officer named Keith Kelly.

SWAG has a new Chief Investment Officer named Jeremy Olen.

SWAG has a new Chief Investment Strategist named Christopher Mercado.

SWAG has a new Chief Supervisory Officer named Daxs Stadjuhar.

SWAG encourages each client to read the current version of this Brochure carefully and to call us with any questions.

Pursuant to federal regulations, SWAG will ensure that clients receive a summary of any materials changes to this Brochure within 120 days of the close of our fiscal year, along with a copy of this Brochure or an offer to provide the Brochure. Additionally, as SWAG experiences material changes in the future, we will send you a summary of our “Material Changes” under separate cover.

**Full Brochure Available**

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

Additional information about SWAG and our investment adviser representatives is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)

ITEM 2: MATERIAL CHANGES.....	1
ITEM 3: TABLE OF CONTENTS.....	3
INTRODUCTION.....	4
ITEM 4: DIRECT ASSET MANAGEMENT SERVICES, FEES AND COMPENSATION.....	4
ITEM 5: ACCOUNT REQUIREMENT AND TYPES OF CLIENTS.....	8
ITEM 6: PORTFOLIO MANAGER SELECTION AND EVALUATION.....	9
ITEM 7: CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS.....	12
ITEM 8: CLIENT CONTACT WITH PORTFOLIO MANAGERS.....	12
ITEM 9: ADDITIONAL INFORMATION.....	13
APPENDIX I: PRIVACY STATEMENT	

## **INTRODUCTION**

Strategic Wealth Advisors Group, Inc. (“SWAG”) is a registered Investment Adviser with the Securities and Exchange Commission (“SEC”) offering investment advisory products and services to a variety of clients. Such services are offered through Investment Adviser Representatives (“IAR(s)”) of SWAG doing business under the following names: Strategic Wealth Advisors Group; Lighthouse Strategic Advisors; Mills Wealth Management Group; Viren and Associates; Dynamic Capital Management; JBT Financial; Stadjuhar Wealth Strategists; Kubin Financial Services; Equity Development; Rau Financial Strategies; American Financial Advisors; Retirement Wealth Advisors; Dale Q. Rice Investment Management; Center for Financial Management, Frank Deptola and Associates, Purpose Financial Advisors and Integrity Financial Services.

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

SWAG’s assets under management as of May 31, 2014, were \$619,679,156. The assets are broken down as follows: Discretionary: \$568,044,444 and Non-Discretionary: \$43,967,262.

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

## **ITEM 4: DIRECT ASSET MANAGEMENT SERVICES, FEES AND COMPENSATION**

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

SWAG offers Direct Asset Management Services to its advisory clients on both a non-discretionary and discretionary basis. SWAG’s IARs act as portfolio managers for these accounts. In a non-discretionary account, the IAR will recommend the purchase or sale of securities for review and approval by their clients. The IARs will only purchase or sell securities which have been approved by clients in advance. Alternatively, clients may maintain an account on a discretionary basis if (1) the IAR of the account has been authorized by SWAG to manage accounts on a discretionary basis and (2) the client has granted discretionary authority to the IAR in the client advisory agreement. The purchase and sale of securities in such accounts do not require advance client approval. SWAG offers both a wrap and an unbundled pricing structure.

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

Clients participating in Direct Asset Management Services may choose from a wrapped or non-wrapped pricing option. Wrap pricing structures allow the client to pay an all-inclusive fee for management, brokerage, clearance, custody and administrative services. As an alternative to the wrap pricing structure, the transaction charges can be unbundled from the advisory and administrative fees.

### **Program Fees**

#### **Wrap Fee Option**

Clients who select the Wrap Fee Option pay a single, all-inclusive fee according to the following schedule:

**Wrap Fee Schedule**

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

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

#### **Non-Wrap Fee Option**

Clients who select the Non-Wrap Fee (unbundled) option pay separate transaction charges and/or commissions in addition to the advisory and administrative fees. As a fee-based investment adviser, SWAG generally avoids investment vehicles that charge the

client a commission for their sale or purchase. However, if a commission is charged, this cost will be passed on to the client. Most brokers and custodians charge transaction fees to effect trades for a client's account. These fees are levied by the broker or custodian to cover their costs. SWAG does not share or participate in any transaction fees.

Transaction fees vary by broker and/or custodian. Please ask your IAR for details on transaction fees and/or commissions specific to your account.

#### Non-Wrap Fee Schedule

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

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

#### General Fee Information

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

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

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

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

IARs may recommend the Direct Asset Management Program to current and/or prospective clients and as a result of such person's participation in this program may receive all or a portion of the fee charged by SWAG. Such payments may be made for the duration of client's participation in the Program and may be greater than other forms of compensation had such person paid separately for investment advice, brokerage and other services provided to the client as part of a wrap fee program. As a result, IARs may have a financial incentive to recommend this Program over other programs or services offered by SWAG.

### **Internal Mutual Fund & Fee-Based Variable Annuity Expenses**

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

Fee-based variable annuities are not assessed transaction fees since the reallocation of transactions are placed directly with the variable annuity sponsor. **However, variable annuity companies generally impose mortality charges of approximately .75% annually on such accounts. Variable annuity companies may also have additional riders or features on the contract as well which add additional costs. Please read and understand the total fees for your contract.**

Clients may purchase shares of mutual funds directly from the mutual fund issuer, its principal underwriter or a distributor without paying for the services of SWAG. Certain mutual funds are offered to the public without a sales charge. In the case of mutual funds offered with a sales charge, the prevailing sales charge (as described in the mutual fund prospectus) may be more or less than the applicable advisory fee and is in addition to such fee. However, if clients were to purchase shares directly, then clients would not receive any investment advice from SWAG, including the IAR's assistance in developing an investment strategy, selecting securities, monitoring performance of the account, and making changes as necessary.

The IARs of SWAG also are RRs of LPL, a registered broker-dealer. In their capacity as RRs of LPL, the IARs of SWAG may place clients in investment products sold through LPL and receive a usual and customary commission for doing so. Many such products have fixed commissions as they are sold through a prospectus. For example, IARs, as RRs of LPL, may receive compensation (such as 12B-1 fees) from the sale of mutual fund products to clients of SWAG. This compensation is consideration for various services that the representative provides, such as presenting information to SWAG clients regarding the funds and recommending shares of the funds for investment. Payment of these fees is included in the expense ratios of the mutual funds. RRs may have a greater incentive to recommend certain funds or fund families with 12b-1 fees or funds with higher 12b-1 fees over other funds or fund families with no or lower 12b-1 fees.



To the extent that SWAG's IARs recommend and/or utilize investment and insurance products where they may receive commissions and/or other compensation for doing so, a conflict of interest exists because they will receive such additional compensation should clients invest in such products. Clients are not obligated to purchase any investment or insurance products or services through SWAG or LPL.

While the IARs devote as much time to the business and affairs of SWAG as is necessary to perform their duties, they do devote a portion of their time performing services as RRs for LPL, and as licensed insurance agents. These multiple roles and additional compensation create conflicts of interest. For example, in addition to the conflicts outlined in the paragraphs above regarding receipt of additional compensation, performing their outside business activities takes time away from their day-to-day duties performed for SWAG.

The conflicts surrounding these outside business activities are disclosed to clients at the time of entering into an advisory agreement with SWAG, mainly through the delivery of this Brochure and the Supplemental Brochures (ADV Part 2Bs). Additionally, SWAG has implemented certain controls to help mitigate these conflicts, including having supervisory procedures to oversee and monitor the outside business activities of the IARs. Importantly, as part of SWAG's fiduciary duty to clients, the Firm and its IARs endeavor at all times to put the interests of the clients first, and recommendations and investments will only be made to the extent that they are reasonably believed to be suitable and in the best interests of the client.

#### **Clearing And Custodial Arrangements**

LPL Financial ("LPL") or Charles Schwab & Co., Inc. ("Schwab") may execute trades, settle securities transactions, and custody client assets on behalf of SWAG. For further details concerning these arrangements, clients should refer to the respective client agreements and/or other related disclosure documents relative to the type of account they select.

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

## **ITEM 5: ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS**

### **Types of Clients**

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

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

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

## **ITEM 6: PORTFOLIO MANAGER SELECTION AND EVALUATION**

SWAG does not select, review or recommend other investment advisors or portfolio managers. The client chooses the IAR/Portfolio Manager who manages the account. IARs of SWAG provide investment advice and management to client accounts. SWAG generally does not maintain specific educational or business background requirements for its IARs. However, all IARs providing investment advice are required to pass appropriate securities examination(s) and must participate in continuing education courses and training conducted by SWAG.

### **Investment Discretion**

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

### **Methods Of Analysis, Sources Of Information And Investment Strategies**

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

In addition, SWAG's IARs may use, without limitation, any of the following methods of analysis and sources of information: charting; fundamental, technical and cyclical analysis; financial newspapers and magazines; research materials prepared by others; timing services; corporate rating services such as MorningStar; annual reports, prospectuses and press releases. The use of margin transactions, long- and short-term purchases, option writing and trading (securities sold within 30 days) may be employed as a part of their investment strategies.

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

### **Types Of Investments And Risks**

SWAG's IARs provide advice and recommend equity securities, warrants, options, certificates of deposit, limited partnerships, futures contracts, variable life insurance, variable annuities, mutual funds, commodity mutual funds, exchange traded funds, municipal securities, U.S. government securities, structured notes and debt instruments, in connection with the Direct Asset Management program. Although SWAG manages your portfolio in a manner consistent with your risk tolerances, there is no guarantee that our efforts will be successful. You should be prepared to bear the risk of loss.

All investments involve risks that can result in the loss of principal, a reduction in earnings (including interest, dividends and other distributions), and the loss of future earnings. Although we manage your portfolio in a manner consistent with your risk tolerances, there can be no guarantee that our efforts will be successful. You should be prepared to bear the risk of loss.

Prior to entering into an Investment Management Agreement with SWAG, a client should carefully consider: 1) committing to management only those assets that the client believes will not be needed for current purposes and that can be invested on a long-term basis, usually a minimum of three to five years, 2) that volatility from investing in the stock and bond markets can occur, and 3) that over time the client's assets may fluctuate and at any time be worth more or less than the amount invested. SWAG cannot make any guarantee that a client's investment objectives will be achieved.

Some of risks of loss a client should be aware of include, but are not limited, to the following:

- **Interest-Rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a stock, bond, mutual fund or other security may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** 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.
- **Political and Legislative Risks:** Companies face a complex set of laws and circumstances in each country in which they operate. The political and legal environment can change rapidly, without warning and with significant impact. This is especially true for companies operating outside of the United States or that conduct a portion of their business outside of the United States.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (*i.e.* interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. Generally, business risk is that a company will go bankrupt or perform below expectations. Every company carries the business risk that it will produce insufficient cash flow in order to maintain operations. Business risk can come from a variety of sources, some systemic and others un-systemic. That is, every company has the business risk that the broader economy will perform poorly and therefore that sales will be poor, and also the risk that the market simply will not like its products.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if there is an active market for the asset. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business's operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

SWAG clients also may elect to open margin accounts. Clients should be aware that there are a number of additional risks that all investors need to consider in deciding to trade securities on margin. The risks associated with margin include, but are not limited to, the following:

- Clients can lose more funds than they deposit in the margin account. A decline in the value of securities that are purchased on margin may require the client to

- provide additional funds to the firm that has made the loan to avoid the forced sale of those securities or other securities in the account.
- The lending firm may be able to force the sale of securities in a margin account. If the equity in margin account falls below the maintenance requirements under the law—or the lending firm's higher "house" requirements—the firm may be able to sell the securities in the margin account to cover the margin deficiency. Clients using margin may also be responsible for any short fall in the account after such a sale.

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

It is important that investors take time to learn about the risks involved in trading securities on margin, and investors should consult SWAG's IARs regarding any questions or concerns they may have with their margin accounts.

#### **Proxy Voting And Class Action Lawsuits**

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

#### **ITEM 7: CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS**

SWAG IARs help determine the appropriate investment objective for the client's account by obtaining the necessary client financial data from the account application, Outside Advisory Account Form or other documentation. The IAR reviews the client's account with the client no less than annually, or earlier if agreed upon with client, and will obtain updated information regarding the client's financial status, goals and objectives. Please note the investment objective the client chooses for the account is an overall objective for the entire account, and is a long-term objective for the account. The objective may be inconsistent with a specific holding in the account and the performance of the account at any time.

#### **ITEM 8: CLIENT CONTACT WITH PORTFOLIO MANAGERS**

Clients have ready access to their respective portfolio manager/IAR, and SWAG does not place any restrictions on a client's ability to contact and consult with their IARs. IARs are not required to be available for unscheduled or unannounced visits by clients. However, IARs are expected to periodically meet with clients and should generally be available to take client telephone calls on advisory-related matters.

## **ITEM 9: ADDITIONAL INFORMATION**

### **Disciplinary Information**

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

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

This arbitration is fully disclosed on SWAG's ADV Part 1, which can be found at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). It is also disclosed on Mr. Stadjuhar's ADV Part 2B, and Form U-4, a summary of which can be found both on [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) and [www.finra.org](http://www.finra.org). If you do not have access to the internet, you can call our office at (650) 571-1934 to request copies.

### **Other Financial Industry Activities And Affiliations**

SWAG's IARs have outside business activities as RRs of LPL and as insurance agents, for which they receive additional compensation. These outside business activities and additional compensation create conflicts of interest. For example, from time to time, SWAG's IARs may recommend or invest on behalf of clients in investment products sold through LPL and by doing so receive usual and customary commissions and/or other compensation.

Several of SWAG's investment adviser representatives are also licensed insurance agents of various independent insurance companies. In the course of providing investment advisory services, these individuals may recommend that clients purchase products or policies underwritten by certain insurance carriers. Please note that a conflict of interest exists to the extent that certain recommendations may result in a commission being paid to these individuals by the insurance company should a client purchase that company's insurance products or policies. The amount paid is the normal commission paid for services rendered as an insurance representative. Clients should be aware that they are under no obligation to purchase insurance products or policies recommended by SWAG or any of its IARs.

The conflicts surrounding these outside business activities are disclosed to clients at the time of entering into an advisory agreement with SWAG, mainly through the delivery of this Brochure and the Supplemental Brochures (ADV Part 2Bs). Additionally, SWAG has implemented certain policies, procedures and internal controls to help mitigate the conflicts. Importantly, as part of SWAG's fiduciary duty to clients, the Firm and its IARs endeavor at all times to put the interests of the clients first, and recommendations and investments will only be made to the extent that they are reasonably believed to be suitable and in the best interests of the client.

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

### **Brokerage Practices**

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

Depending on the program and client, SWAG recommends Schwab, or LPL, as custodian for client assets. Factors considered in selecting a custodian (together "Custodian Brokers") include the existing broker-dealer clearing relationships with SWAG, financial strength, reputation, reporting, execution pricing and research. The Custodian Brokers charge commission rates or transaction fees which are generally considered industry standard. However, the commissions and/or transaction fees charged by the Custodians may be higher or lower than those charged by other broker-dealer/custodians. Further, the fees charged by any designated Custodian Broker are exclusive of, and in addition to, SWAG's investment management fees. In addition, clients shall also incur charges imposed at the mutual fund level (e.g. management fees and other fund expenses). Because the costs associated with trades executed through broker-dealers other than the custodians identified in this brochure would be passed on to the client in addition to the management fee, best execution is most likely obtained through these broker-dealers. For this reason, transactions are generally executed through the participating broker-dealers, subject to SWAG's duty to obtain "best execution", i.e. a price that is as favorable to clients as possible under the prevailing market conditions.

Under the Custodian Broker arrangements, the Custodian Brokers generally do not charge a custodial fee so long as client transactions are placed with the Custodian Broker for execution. It is the policy and practice of SWAG to strive for the best price and execution that are competitive in relation to the value of the transaction ("best execution"). In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the overall best qualitative execution, taking into consideration the full range of the Custodian Broker's services, including among other things the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while SWAG will seek competitive rates among various Custodian Brokers, it may not necessarily obtain the lowest possible commission rates or transaction fees for client transactions. SWAG is not required to negotiate "execution only" commission rates, thus the client may be deemed to be paying for research and related services (i.e. "soft dollars") provided by the Custodian Broker which are included in the commission rate/transaction fee.

To ensure that Custodian Brokers recommended by SWAG are conducting overall best qualitative execution, SWAG will periodically (and no less often than annually) evaluate the trading process and Custodian Brokers utilized. SWAG's evaluation will consider the full range of brokerage services offered by the Custodian Brokers, which may include but is not limited to price, commission, timing, research, aggregated trades, capable floor brokers or traders, competent block trading coverage, ability to position, capital strength and stability, reliable and accurate communications and settlement processing, use of automation, knowledge of other buyers or sellers and administrative ability.

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

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

If a bunched order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently advantage or disadvantage particular client accounts. For example, partial fills generally are filled pro rata among participating accounts. Prior to entry of a bunched trade, a written pre-allocation is generated which identifies the group of client accounts participating in the order. If the amount to be allocated for each account is not indicated prior to placement of the trade, the Chief Compliance Officer ("CCO") must review and approve no later than the morning following allocation of the trade.

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

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



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

### **Research And Other Soft Dollar Benefits**

SWAG may select a Custodian Broker due to the value of various services or products, beyond transaction execution, that such Custodian Brokers provide. Selecting a broker-dealer in recognition of the provision of services or products other than transaction execution is known as paying for those services or products with "soft dollars." The amount of compensation paid to the Custodian Brokers may be higher than what other equally capable broker-dealers might charge. Except for the benefits received from Custodian Brokers as discussed below, SWAG currently has no other soft dollar arrangements in place. The following discussion is intended to provide clients with certain important information regarding such practices, including the potential conflicts of interest that may arise should SWAG enter into any soft dollar arrangements.

The receipt of such services from Custodian Brokers may benefit SWAG, because SWAG does not have to produce or pay for the research or other products or services when it obtains such products and services by using client commissions/transaction fees. Although customary, these arrangements present potential conflicts of interest in allocating securities transactional business to Custodian Brokers in exchange for soft dollar benefits. Additionally, SWAG may have an incentive to effect more transactions than might otherwise be the case in order to obtain certain benefits. The extent of any such conflict depends in large part on the nature and uses of the services and products acquired with soft dollars.

SWAG's general policy is to comply with the provisions of Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)") when entering into soft dollar arrangements. Section 28(e) recognizes the potential conflict of interest involved in this activity, but generally allows investment advisers to use client commissions to pay for certain research and brokerage products and services under certain circumstances without breaching their fiduciary duties to clients. For these purposes, "research" means services or products used to provide lawful and appropriate assistance to SWAG in making investment decisions for its clients. "Brokerage" services and products are those used to effect securities transactions for SWAG's clients or to assist in effecting those transactions.

Research and other products and services purchased with soft dollars will generally be used to service all of SWAG's clients, but commissions or transaction fees paid by one client may be used to pay for research that is not used in managing that client's portfolio, as permitted by Section 28(e). In other words, there may be certain client accounts that benefit from the research services, which did not make the payment of commissions to the broker-dealer providing the services.

Brokerage services obtained with soft dollars may include, for example, quotation and communication equipment and services, other order management systems that provide trading software or provide connectivity to such software, trade analysis software, on-line

pricing services, communication services relating to execution, clearing and settlement and message services used to transmit orders.

Research and related services furnished by Custodian Brokers may include, but are not limited to, written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts; financial publications; recommendations as to specific securities; portfolio evaluation services; financial database software and services; computerized news, pricing and statistical services; and discussions with research personnel, along with hardware, software, databases and other technical and telecommunication services and equipment utilized in the investment management process. Research received by SWAG under such soft dollar arrangements may include both proprietary research (created or developed by the broker-dealer) and research created or developed by a third party.

As stated above, SWAG may recommend that clients establish brokerage accounts with Custodian Brokers to maintain custody of clients' assets and to effect trades for their accounts. These Custodian Brokers are SEC-registered broker-dealers and members of FINRA. While there is no direct link between the investment advice given to clients and SWAG's recommendation to use the custodial or brokerage services of the Custodian Brokers, certain benefits are received by SWAG due to this arrangement.

#### **Schwab Advisor Services™**

For our clients' accounts that are held at Schwab, Schwab generally does not charge separately for custody services but is compensated by charging transaction fees on trades that it executes for the client's account or that settle into the Schwab account. The custodian and brokerage services that Schwab provides to SWAG's clients are typically not available to retail clients. These services are provided by Schwab so long as SWAG maintains a minimum amount of our clients' assets with Schwab. This commitment benefits the client because the overall transaction fees you pay are lower than they would be otherwise. In addition to transaction fees, Schwab will charge a client a flat dollar amount when acting as a "prime broker" for any trade that is executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into the client's Schwab account. These fees are in addition to the commissions paid to the executing broker-dealer. Because of this, in order to minimize a client's trading costs, SWAG generally places all trades for clients that have managed accounts held at Schwab with Schwab for execution. SWAG has determined that having Schwab execute most trades is consistent with our duty to seek "best execution", which means that we are seeking the most favorable terms for each transaction based on all relevant factors, including those listed above.

#### **Products And Services Available From Schwab**

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab's business serving independent investment advisory firms like SWAG. They provide SWAG and our clients with access to their institutional brokerage trading, custody, reporting, and related services—many of which are not typically available to Schwab retail clients. Schwab also makes available various support services. Some of those services help SWAG manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services generally are available on an

unsolicited basis (we don't have to request them) and at no charge to SWAG as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. If our clients collectively have less than \$10 million in assets at Schwab, Schwab may charge us quarterly service fees of approximately \$1,200. Following is a more detailed description of Schwab's support services:

### **Services That Benefit Clients**

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit our clients and their accounts held at Schwab.

### **Services That May Not Directly Benefit Clients**

Schwab also makes available to SWAG other products and services that benefit us but may not directly benefit our clients or their accounts held at Schwab. These products and services assist SWAG in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. SWAG and its IARs may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of SWAG's advisory fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

### **Services That Generally Benefit Only SWAG**

Schwab also offers other services intended to help SWAG manage and further develop our business enterprise. These services include:

- Educational conferences and events for IARs
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to SWAG. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our

personnel. SWAG and its IARs may utilize some or all of the services outlined above that are offered by Schwab.

### **SWAG's Interest In Schwab's Services**

The availability of these services from Schwab benefits SWAG because we do not have to produce or purchase them. As mentioned above, SWAG does not have to pay for Schwab's services so long as clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab. Beyond that, these services are not contingent upon SWAG committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give us an incentive to recommend to clients that they maintain their account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on a client's interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. SWAG believes, however, that our recommendation of Schwab as custodian and broker is in the best interests of our clients. Such recommendation is primarily supported by the scope, quality, and price of Schwab's services and not on Schwab's services that benefit only SWAG.

### **LPL Services That Generally Benefit SWAG**

SWAG advisors may also receive from LPL bonuses based on their production, awards of stock options to purchase shares of LPL's parent company, LPL Investment Holdings, Inc., reimbursement of fees they pay to LPL for items such as administrative services, and other things of value such as complimentary or reduced-cost attendance at LPL's national sales conference or top producer forums and events. These financial incentives from LPL are based on their overall business production. However, in some cases, the incentives are greater for assets they service in advisory programs.

### **Code Of Ethics, Participation In Client Transactions And Personal Trading**

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

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

SWAG will provide a copy of the Code to any client or prospective client upon request to their IAR.

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

SWAG does not engage in principal transactions with its clients.

### **Review Of Accounts**

IARs providing Direct Asset Management Services review their client accounts at least annually, or more often as agreed between each IAR and client. The IARs then review and update each client's financial status, goals and objectives.

SWAG engages in ongoing monitoring of the program, and conducts audits of the IARs' records.

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

### **Other Compensation**

The IAR may receive additional compensation from product sponsors. However, such compensation may not be tied to any product sales. They may include such compensation as gifts valued at less than \$100.00 annually, an occasional dinner or sporting event, or reimbursement in connection with educational meetings or training events. SWAG's primary business is as an Investment Adviser. SWAG's IARs spend the majority of their time in this capacity. Officers and related persons of SWAG are also RRs of LPL and licensed insurance agents. In this capacity, they may facilitate the purchase and/or sale of insurance products, mutual funds, securities, and other investment products for their clients, who may or may not have an advisory fee agreement with SWAG. SWAG's IARs may receive compensation for these non-advisory services that they may provide. Such compensation would be in addition to the advisory and other fees that SWAG may receive.

SWAG recommends the broker-dealers identified as custodians noted in this brochure for the execution and settlement of client transactions and custody of their assets. As part of these arrangements, SWAG receives products and services from these broker-dealers, including software to enable direct electronic downloading of client account information, electronic trading, and access to investment research and information provided by broker-dealers. Clients do not pay higher commissions or transaction fees as a result of these

products and services furnished by broker-dealers to SWAG. Although IARs registered with LPL may receive commissions in LPL accounts, SWAG earns no commissions from these transactions. Transaction charges or other charges for services to clients by broker-dealers may be more or less than other broker-dealers not recommended by SWAG charge for comparable services. Clients are not required to use a specific broker-dealer to retain the services of SWAG.

Mutual funds purchased or sold in broker-dealer accounts may generate transaction fees that would not exist if the purchase or sale were made directly through the mutual fund company. Mutual funds held in broker-dealer accounts also charge management fees. These mutual fund management fees may be more or less than the mutual fund management fees charged if the client held the mutual fund directly with the mutual fund company. These management fees are in addition to the management fee charged by SWAG.

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

IARs may also receive from LPL bonuses based on their production, awards of stock options to purchase shares of LPL's parent company, LPL Investment Holdings, Inc., reimbursement of fees they pay to LPL for items such as administrative services, and other things of value such as complimentary or reduced-cost attendance at LPL's national sales conference or top producer forums and events. These financial incentives from LPL are based on their overall business production. However, in some cases, the incentives are greater for assets they service in advisory programs. This may present a conflict of interest as the need to meet production levels may influence investment recommendations.

### **Client Referrals**

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

### **Financial Information**

SWAG is not aware of any financial commitment that is likely to impair our ability to meet contractual commitments to clients, and has not been the subject of a bankruptcy proceeding.

Pursuant to Rule 206(4)-2 of the Advisers Act, SWAG is deemed to have custody of client funds because the firm has the authority and ability to debit its fees directly from clients' accounts. To mitigate any potential conflicts of interests, all SWAG client account assets will be maintained with an independent qualified custodian. Generally, SWAG recommends LPL or Schwab for custodial services,

but from time to time, other custodians may be recommended by SWAG to custody client assets.

Notably, in most cases a client's broker-dealer also may act as the custodian of the client's assets for little or no extra cost. Clients should be aware, however, of the differences between having their assets held at a broker-dealer versus at a bank or trust company. Some of these differences include, but are not limited to, custodian costs, trading issues, security of assets, client reporting and technology. SWAG may only implement its investment management recommendations after the client has arranged for and furnished SWAG with all information and authorization regarding its accounts held at the client's designated qualified custodian.

Clients will receive statements on at least a quarterly basis directly from the qualified custodian that holds and maintains their assets, which will reflect the account holdings, transactions for the period reported, and any additions and withdrawals from the account, including the withdrawal of SWAG's advisory fees. Clients are urged to carefully review all custodial statements and compare them to any reports and/or statements provided by SWAG and its IARs. SWAG's statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

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

## **APPENDIX I**

### **Strategic Wealth Advisors Group, Inc. PRIVACY STATEMENT**

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

#### **TYPES OF NONPUBLIC PERSONAL INFORMATION WE COLLECT**

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

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

#### **PARTIES TO WHOM WE DISCLOSE INFORMATION**

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

#### **PROTECTING THE CONFIDENTIALITY AND SECURITY OF CLIENTS' INFORMATION**

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

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