

## **Item 1 - Cover Page**

### **Ironridge Wealth Management, LLC**

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**April 9, 2014 Brochure**

This brochure provides information about the qualifications and business practices of Ironridge Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at (770) 635-1925 or [Brian.Stickney@ironridgewealth.com](mailto:Brian.Stickney@ironridgewealth.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Ironridge Wealth Management, LLC is an investment advisory firm registered with the appropriate regulatory authority. Registration does not imply a certain level of skill or training. Additional information about Ironridge Wealth Management, LLC also is available on the SEC's website at **[www.AdviserInfo.sec.gov](http://www.AdviserInfo.sec.gov)**.

## **Item 2 - Material Changes**

This Brochure is prepared in the revised format required beginning in 2011. Registered Investment Advisers are required to use this format to inform clients of the nature of advisory services provided, types of clients served, fees charged, potential conflicts of interest and other information. The Brochure requirements include providing a Summary of Material Changes (the "Summary") reflecting any material changes to our policies, practices, or conflicts of interest made since our last required "annual update" filing. In the event of any material changes, this Summary is provided to all clients within 120 days of our fiscal year-end. Our last annual update was filed on February 7, 2014. Of course the complete Brochure is available to clients at any time upon request.

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#### ***Item 4 - Advisory Business***

##### General Information

Ironridge Wealth Management, LLC ("Ironridge") was formed in 2013, and provides financial planning and portfolio management services to its clients.

Brian Stickney and Richard Maurice are the sole principal owners of Ironridge. Please see ***Brochure Supplement***, Exhibit A, for more information on these principal owners and any other individuals who formulate investment advice and have direct contact with clients, or have discretionary authority over client accounts.

As of December 31, 2013 Ironridge managed \$101,900,852 on a discretionary basis, and \$12,730,311 on a non-discretionary basis.

#### SERVICES PROVIDED

At the outset of each client relationship, Ironridge spends time with the client, asking questions, discussing the client's investment experience and financial circumstances, and broadly identifying major goals of the client.

Clients may elect to retain Ironridge to prepare a full financial plan. This written report is presented to the client for consideration. In most cases, clients subsequently retain Ironridge to manage the investment portfolio on an ongoing basis.

For those financial planning clients making this election, and for other clients who do not need financial planning but retain Ironridge for portfolio management services, based on all the information initially gathered, Ironridge generally develops with each client:

- a financial outline for the client based on the client's financial circumstances and goals, and the client's risk tolerance level (the "Financial Profile"); and
- the client's investment objectives and guidelines (the "Investment Plan").

The Financial Profile is a reflection of the client's current financial picture and a look to the future goals of the client. The Investment Plan outlines the types of investments Ironridge will make or recommend on behalf of the client to meet those goals. The Profile and the Plan are discussed regularly with each client, but are not necessarily written documents.

##### Financial Planning

One of the services offered by Ironridge is Financial Planning, described below. This service may be provided as a stand-alone service, or may be coupled with ongoing portfolio management.

Financial Planning may include advice that addresses one or more areas of a client's financial situation, such as estate planning, risk management, tax minimization, wealth transfer, budgeting and cash flow controls, retirement planning, education funding, and investment portfolio design and ongoing management. Depending on a client's particular situation, financial planning may include some or all of the following:

- Gathering factual information concerning the client's personal and financial situation;
- Assisting the client in establishing financial goals and objectives;

- Analyzing the client's present situation and anticipated future activities in light of the client's financial goals and objectives;
- Identifying problems foreseen in the accomplishment of these financial goals and objectives and offering alternative solutions to the problems;
- Making recommendations to help achieve retirement plan goals and objectives;
- Designing an investment portfolio to help meet the goals and objectives of the client;
- Providing estate planning;
- Assessing risk and reviewing basic health, life and disability insurance needs; or
- Reviewing goals and objectives and measuring progress toward these goals.

Once Financial Planning advice is given, the client may choose to have Ironridge implement the client's financial plan and manage the investment portfolio on an ongoing basis. However, the client is under no obligation to act upon any of the recommendations made by Ironridge under a Financial Planning engagement and/or engage the services of any recommended professional.

#### Portfolio Management

As described above, at the beginning of a client relationship, Ironridge meets with the client, gathers information, and performs research and analysis as necessary to develop the client's Investment Plan. The Investment Plan will be updated from time to time when requested by the client, or when determined to be necessary or advisable by Ironridge based on updates to the client's financial or other circumstances.

To implement the client's Investment Plan, Ironridge will manage the client's investment portfolio on a discretionary or a non-discretionary basis. As a discretionary investment adviser, Ironridge will have the authority to supervise and direct the portfolio without prior consultation with the client. Clients who choose a non-discretionary arrangement must be contacted prior to the execution of any trade in the account(s) under management. This may result in a delay in executing recommended trades, which could adversely affect the performance of the portfolio. This delay also normally means the affected account(s) will not be able to participate in block trades, a practice designed to enhance the execution quality, timing and/or cost for all accounts included in the block. In a non-discretionary arrangement, the client retains the responsibility for the final decision on all actions taken with respect to the portfolio.

Notwithstanding the foregoing, clients may impose certain written restrictions on Ironridge in the management of their investment portfolios, such as prohibiting the inclusion of certain types of investments in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. Each client should note, however, that restrictions imposed by a client may adversely affect the composition and performance of the client's investment portfolio. Each client should also note that his or her investment portfolio is treated individually by giving consideration to each purchase or sale for the client's account. For these and other reasons, performance of client investment portfolios within the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of Ironridge.

#### *Direct Management Program*

Ironridge may manage portfolios directly, whereby Ironridge selects specific investments for the portfolio and manages the portfolio on an ongoing basis.

### *Ironridge Wrap Program*

Ironridge is the Sponsor and Manager of the Ironridge Wrap Program (the “*Program*”). A wrap program is one that charges one fee (the “wrap fee”) for both the Manager’s fee and the transaction expenses incurred by the account. Some clients have chosen to engage Ironridge through its wrap program in order to simplify the payment of management fees and brokerage expenses. The Program does not at present include any outside Managers, but exists solely for administrative expediency in combining brokerage expenses with Ironridge’s portfolio management fees. A complete description of the *Program’s* terms and conditions (including fees) are contained in the *Program’s* wrap fee brochure. There is no material difference between the strategies Ironridge uses to manage wrap accounts and those it uses to manage non-wrap accounts.

### *Third-party Wrap Programs*

From time to time and in accordance with the Investment Plan for a client, Ironridge may utilize separate account managers, each a “Sub-Adviser,” available in a Wrap Program sponsored by an unaffiliated third party. The specific Sub-Adviser Programs utilized by Ironridge are described below. Ironridge’s fee is charged separately from and in addition to the wrap fee.

#### Schwab Managed Account Select Program

Ironridge has chosen the Managed Account Select Program (“Select Program”) sponsored by Charles Schwab & Co, Inc. (“Schwab”) to provide certain clients access to the services of Sub-Advisers. The Select Program offers a wide variety of Sub-Adviser styles, and offers clients the opportunity to utilize more than one Sub-Adviser if necessary to meet the needs and investment objectives of the client.

Ironridge will usually select the Sub-Adviser(s) within the Select Program that it deems most appropriate for the client. Factors that Ironridge considers in recommending or selecting Sub-Advisers generally includes the client’s stated investment objective(s), management style, performance, risk level, reputation, financial strength, reporting, pricing, and research.

The Sub-Adviser(s) will generally be granted discretionary trading authority to provide investment supervisory services for the portfolio. Under certain circumstances, Ironridge retains the authority to terminate the Sub-Adviser’s relationship or to add new Sub-Advisers without specific client consent. In other cases, the client will ultimately select one or more Sub-Advisers recommended by Ironridge.

#### Brinker Capital, Inc. Wrap Programs

Ironridge has chosen Brinker Capital, Inc. (“Brinker”) to provide sub-advisory services to certain clients through participation in Brinker’s *Personal Portfolios* and *Destinations* Programs. In the *Personal Portfolios* Program, clients’ accounts will generally be allocated among separate account managers, registered mutual funds, exchange traded funds and other fixed income and equity securities. Brinker (and separate account managers hired by Brinker) will typically be granted discretionary trading authority to provide investment supervisory services for the portfolio. Brinker also offers a comprehensive discretionary mutual fund asset allocation program through its *Destinations* Program. The *Destinations* Program provides a variety of asset allocation strategies, each targeting a specific investment objective. The strategies provide different balances of risk and reward depending on a client’s risk tolerance and time horizon. Brinker has selected various mutual funds offered through Fidelity Institutional Wealth Services to utilize within the *Destinations* Programs. Brinker monitors the performance of each fund and investment

strategy and updates and modifies these strategies based on market conditions and Brinker's investment outlook.

In any case, with respect to assets managed by a Sub-Adviser, Ironridge's role will be to monitor the overall financial situation of the client, to monitor the investment approach and performance of the Sub-Adviser(s), and to assist the client in understanding the investments of the portfolio.

### ***Item 5 - Fees and Compensation***

#### **General Fee Information**

Clients enter into one of two fee arrangements with Ironridge. Generally clients elect to pay management fees to Ironridge separately from the brokerage expenses of the account in the Direct Management Program. Accordingly, client accounts pay a management fee, plus the cost of transactions in the account. Please see ***Item 12 - Brokerage Practices*** for additional information.

Alternatively, clients may elect to participate in the Ironridge Wrap Program. The Program fee structure includes the brokerage expenses (e.g., commissions, ticket charges, etc) of the account as well as the management fee paid to Ironridge. Under the all-inclusive billing alternative, Ironridge will assess one client fee that captures the management, brokerage and administrative portions collectively. Inasmuch as Ironridge pays Schwab for the transaction and execution costs associated with client accounts, this may create a disincentive for Ironridge to trade securities in accounts.

In either of these arrangements, the fees noted above are separate and distinct from the internal fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). The client should review all fees charged by funds, brokers, Ironridge and others to fully understand the total amount of fees paid by the client for investment and financial-related services.

#### **Financial Planning Fees**

When Ironridge provides stand-alone financial planning services to clients, these fees are negotiated at the time of the engagement for such services, and are normally charged at the rate of \$300 per hour, based on the scope of the engagement.

#### **Direct Management Fees**

The annual flat fee schedule is based on a percentage of assets under management, as follows:

<u>Assets</u>	<u>Fee</u>
\$0 - \$250,000	1.75%
>\$250,000 to \$500,000	1.50%
Amount over \$500,000	1.00%

Ironridge may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where Ironridge deems it appropriate under the circumstances.

Portfolio management fees are generally payable quarterly, in advance. If management begins after the start of a quarter, fees will be prorated accordingly. With client authorization and unless other arrangements are made, fees are normally debited directly from client account(s).

Either Ironridge or the client may terminate their Investment Management Agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to the client based on the number of days that the account was managed, and any fees due to Ironridge from the client will be invoiced or deducted from the client's account prior to termination.

#### Ironridge Wrap Program Fees

Please refer to Appendix 1, the Wrap Program Brochure, for more information on fees charged in the Ironridge Wrap Program.

#### Third Party Wrap Programs

Ironridge's fees are charged separately from and in addition to third-party Wrap Program fees.

#### Other Compensation

Associated persons of Ironridge are also licensed to sell insurance in Georgia. In providing financial planning and other related advisory services, these individuals may recommend the purchase of products under circumstances commission revenue may be generated. In all such circumstances, however, the client will be notified of this payment in advance of the transaction, and under no circumstances will the client pay both a commission and a management fee on the same pool of assets.

Certain of Ironridge's employees are also Registered Representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS"), a FINRA and SIPC member, and registered broker/dealer. As such, they are entitled to receive commissions or other remuneration on the sale of insurance and other products. In order to protect client interests, Ironridge's policy is to fully disclose all forms of compensation before any such transaction is executed. Clients will not pay both a commission to these individuals and also pay an advisory fee to Ironridge on assets held in the same account. These fees are exclusive of each other.

### ***Item 6 - Performance-Based Fees and Side-By-Side Management***

Ironridge does not have any performance-based fee arrangements. "Side by Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because Ironridge has no performance-based fee accounts, it has no side-by-side management.

### ***Item 7 - Types of Clients***

Ironridge serves individuals, pension and profit-sharing plans, corporations, trusts, estates and charitable organizations.

### ***Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss***

#### Methods of Analysis

In accordance with the Investment Plan, Ironridge will primarily invest in common stock, fixed income securities, ETFs, mutual funds, preferred stocks, convertible bonds, and closed-end mutual funds.

Ironridge primarily uses fundamental analysis to evaluate equity securities. Fundamental analysis focuses on firm-specific financial data as well as forces that affect the well-being of the economy

and industry groups. Ironridge examines a company's financial statements to assess its operational leverage, discounted free cash flow and other key metrics. The goal is to determine the sustainability and growth potential of a stock's dividend. Predicting the potential cash flow (i.e., dividends) of a stock allows Ironridge to formulate an opinion of the stock's intrinsic or "true" value.

Mutual funds and ETFs are generally evaluated and selected based on a variety of factors, including, as applicable and without limitation, past performance, fee structure, portfolio manager, fund sponsor, overall ratings for safety and returns, and other factors.

Fixed income investments may be used as a strategic investment, as an instrument to fulfill liquidity or income needs in a portfolio, or to add a component of capital preservation. Ironridge may evaluate and select individual bonds or bond funds based on a number of factors including, without limitation, rating, yield and duration.

Ironridge uses technical/charting analysis to evaluate patterns or trends in the market that may allow some securities and asset classes to outperform others. Based on Ironridge's on-going analysis, we periodically rotate our investment allocations among sectors that Ironridge believes demonstrate potential for future strength.

#### Investment Strategies

Ironridge's primary investment strategy is tactical asset allocation based on current and expected economic conditions. Income generating portfolios will stress stable income and growth of income.

Ironridge's approach is to invest each portfolio in accordance with the Plan that has been developed specifically for each client. This means that the following strategies may be used in varying combinations over time for a given client, depending upon the client's individual circumstances.

Long Term Purchases – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Short Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations.

Trading – generally considered holding a security for less than thirty (30) days.

Options Trading/Writing: a securities transaction that involves buying or selling (writing) an option. If you write an option, and the buyer exercises the option, you are obligated to purchase or deliver a specified number of shares at a specified price at the exercise of the option regardless of the market value of the security at expiration of the option. Buying an option gives you the right to purchase or sell a specified number of shares at a specified price until the date of expiration of the option regardless of the market value of the security at expiration of the option.

#### Risk of Loss

While Ironridge seeks to diversify clients' investment portfolios across various asset classes consistent with their Investment Plans in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money.



Below is a description of several of the principal risks that client investment portfolios face.

*Management Risks.* While Ironridge manages client investment portfolios, or recommends one or more Managers, based on Ironridge's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that Ironridge or a Manager allocates assets to asset classes that are adversely affected by unanticipated market movements, and the risk that Ironridge's specific investment choices could underperform their relevant indexes.

*Risks of Investments in Mutual Funds, ETFs and Other Investment Pools.* As described above, Ironridge or a Manager(s) may invest client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

*Equity Market Risks.* Ironridge and any Manager(s) will generally invest portions of client assets directly into equity investments, primarily stocks, or into pooled investment funds that invest in the stock market. As noted above, while pooled investments have diversified portfolios that may make them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

*Fixed Income Risks.* Ironridge and any Manager(s) may invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

*Foreign Securities Risks.* Ironridge and any Manager(s) may invest portions of client assets directly into foreign investments or into pooled investment funds that invest internationally. While foreign investments are important to the diversification of client investment portfolios, they carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in investment or exchange control regulations. Finally, foreign investments may involve currency risk, which is the risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

### ***Item 9 - Disciplinary Information***

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of Ironridge or the integrity of Ironridge's management. Ironridge has no disciplinary events to report.

### ***Item 10 - Other Financial Industry Activities and Affiliations***

Associated persons of Ironridge are also licensed to sell insurance in Georgia. In providing financial planning and other related advisory services, these individuals may recommend the purchase of products under circumstances commission revenue may be generated. In all such circumstances, however, the client will be notified of this payment in advance of the transaction, and under no circumstances will the client pay both a commission and a management fee on the same pool of assets.

Certain of Ironridge's employees are also Registered Representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS"), a FINRA and SIPC member, and registered broker/dealer. As such, they are entitled to receive commissions or other remuneration on the sale of insurance and other products. In order to protect client interests, Ironridge's policy is to fully disclose all forms of compensation before any such transaction is executed. Clients will not pay both a commission to these individuals and also pay an advisory fee to Ironridge on assets held in the same account. These fees are exclusive of each other.

As a result of this relationship, PKS may have access to certain confidential information (e.g., financial information, investment objectives, transactions, and holdings) about Ironridge clients, even if the client does not establish any account through PKS. If you would like a copy of the PKS privacy policy, please contact Brian Stickney.

### ***Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading***

#### **Code of Ethics and Personal Trading**

Ironridge has adopted a Code of Ethics ("the Code"), the full text of which is available to you upon request. Ironridge's Code has several goals. First, the Code is designed to assist Ironridge in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, Ironridge owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires persons associated with Ironridge (managers, officers and employees) to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits such associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for Ironridge's associated persons. Under the Code's Professional Standards, Ironridge expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, Ironridge associated persons are not to take inappropriate advantage of their positions in relation to Ironridge clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time, Ironridge's associated persons may invest in the same securities recommended to clients. Under its Code, Ironridge has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of

personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

#### Participation or Interest in Client Transactions

Because associated persons may invest in the same securities as those held in client accounts, Ironridge has established a policy requiring its associated persons to pre-clear transactions in these securities with the Chief Compliance Officer. The goal of this policy is to avoid any conflict of interest that may present itself in these situations. Certain securities, such as CD's, treasury obligations and open-end mutual funds are exempt from this pre-clearance requirement. However, in the event of other identified potential trading conflicts of interest, Ironridge's goal is to place client interests first.

Consistent with the foregoing, Ironridge maintains policies regarding participation in initial public offerings (IPOs) and private placements in order to comply with applicable laws and avoid conflicts with client transactions. If a Ironridge associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer.

Finally, if associated persons trade with client accounts (e.g., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person's shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with Ironridge's written policy.

### ***Item 12 - Brokerage Practices***

#### Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, Ironridge seeks "best execution" for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, Ironridge may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of Ironridge's clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

For most clients, Ironridge may recommend that clients establish brokerage accounts with Charles Schwab & Co., Inc. ("Schwab"), a FINRA registered broker-dealer, member SIPC, as the qualified custodian to maintain custody of clients' assets. Ironridge may also effect trades for client accounts at Schwab, or may in some instances, consistent with Ironridge's duty of best execution and specific agreement with each client, elect to execute trades elsewhere. Although Ironridge may recommend that clients establish accounts at Schwab, it is ultimately the client's decision to custody assets with Schwab. Ironridge is independently owned and operated and is not affiliated with Schwab.

Schwab Advisor Services provides Ironridge with access to its institutional trading, custody, reporting and related services, which are typically not available to Schwab retail investors. Schwab also makes available various support services. Some of those services help Ironridge manage or administer our clients' accounts while others help Ironridge manage and grow our business. These services generally are available to independent investment advisors on an unsolicited basis, at no

charge to them. These services are not soft dollar arrangements, but are part of the institutional platform offered by Schwab. Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For Ironridge client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts. Schwab Advisor Services also makes available to Ironridge other products and services that benefit Ironridge but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of Ironridge accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist Ironridge in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide pricing and other market data; (iv) facilitate payment of Ironridge's fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Advisor Services also offers other services intended to help Ironridge manage and further develop its business enterprise. These services may include: (i) technology, compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to Ironridge. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Ironridge. Schwab Advisor Services may also provide other benefits such as educational events or occasional business entertainment of Ironridge personnel. In evaluating whether to recommend that clients custody their assets at Schwab, Ironridge may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

#### Directed Brokerage

Clients may direct Ironridge to use a particular broker for custodial or transaction services on behalf of the client's portfolio. In directed brokerage arrangements, the client is responsible for negotiating the commission rates and other fees to be paid to the broker. Accordingly, a client who directs brokerage should consider whether such designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions or obtain less favorable execution, or the designation limits the investment options available to the client.

The arrangement that Ironridge has with Schwab is designed to maximize efficiency and to be cost effective. By directing brokerage arrangements, the client acknowledges that these economies of scale and levels of efficiency are generally compromised when alternative brokers are used. While every effort is made to treat clients fairly over time, the fact that a client chooses to use the brokerage and/or custodial services of these alternative service providers may in fact result in a certain degree of delay in executing trades for their account(s) and otherwise adversely affect management of their account(s).

By directing Ironridge to use a specific broker or dealer, clients who are subject to ERISA confirm and agree with Ironridge that they have the authority to make the direction, that there are no provisions in any client or plan document which are inconsistent with the direction, that the brokerage and other goods and services provided by the broker or dealer through the brokerage transactions are provided solely to and for the benefit of the client's plan, plan participants and their beneficiaries, that the amount paid for the brokerage and other services have been determined by the client and the plan to be reasonable, that any expenses paid by the broker on behalf of the plan are expenses that the plan would otherwise be obligated to pay, and that the specific broker or dealer is not a party in interest of the client or the plan as defined under applicable ERISA regulations.

Ironridge participates in the Brinker Capital, Inc. ("Brinker") Wrap Programs. Brinker has chosen National Financial Services, Inc. ("NFS") as the custodian of its clients' accounts. Therefore, Ironridge clients that participate in the Brinker Wrap Programs must direct their brokerage to NFS (i.e., custody their accounts with NFS). Clients with accounts in the *Destinations* Program will either custody their accounts directly with NFS or through Fidelity's Institutional Wealth Services platform. Clients should see Brinker's Form ADV Part 2A and Wrap Brochure for more information concerning Brinker's brokerage arrangements with NFS.

#### Aggregated Trade Policy

Ironridge may enter trades as a block where possible and when advantageous to clients whose accounts have a need to buy or sell shares of the same security. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rata basis between all accounts included in any such block. Block trading allows Ironridge to execute equity trades in a timelier, equitable manner, and may reduce overall costs to clients.

Ironridge will only aggregate transactions when it believes that aggregation is consistent with its duty to seek best execution (which includes the duty to seek best price) for its clients, and is consistent with the terms of Ironridge's Investment Advisory Agreement with each client for which trades are being aggregated. No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all Ironridge's transactions in a given security on a given business day, with transaction costs generally shared pro-rata based on each client's participation in the transaction. On occasion, owing to the size of a particular account's pro rata share of an order or other factors, the commission or transaction fee charged could be above or below a breakpoint in a pre-determined commission or fee schedule set by the executing broker, and therefore transaction charges may vary slightly among accounts. Accounts may be excluded from a block due to tax considerations, client direction or other factors making the account's participation ineligible or impractical.

Ironridge will prepare, before entering an aggregated order, a written statement ("Allocation Statement") specifying the participating client accounts and how it intends to allocate the order among those clients. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the Allocation Statement. If the order is partially filled, it will generally be allocated pro-rata, based on the Allocation Statement, or randomly in certain circumstances. Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the Allocation Statement if all client accounts receive fair and equitable treatment, and the reason for different allocation is explained in writing and is approved by an appropriate individual/officer of Ironridge. Ironridge's books and records will separately reflect, for each client account included

in a block trade, the securities held by and bought and sold for that account. Funds and securities of clients whose orders are aggregated will be deposited with one or more banks or broker-dealers, and neither the clients' cash nor their securities will be held collectively any longer than is necessary to settle the transaction on a delivery versus payment basis; cash or securities held collectively for clients will be delivered out to the custodian bank or broker-dealer as soon as practicable following the settlement, and Ironridge will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation.

### ***Item 13 - Review of Accounts***

Managed portfolios are reviewed at least quarterly, but may be reviewed more often if requested by the client, upon receipt of information material to the management of the portfolio, or at any time such review is deemed necessary or advisable by Ironridge. These factors may include but are not limited to, the following: change in general client circumstances (marriage, divorce, retirement); or economic, political or market conditions. Brian Stickney, Ironridge's Principal, reviews all accounts.

For those clients to whom Ironridge provides separate financial planning and/or consulting services, reviews are conducted on an as needed or agreed upon basis. Such reviews are conducted by one of Ironridge's investment adviser representatives or principals.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. In addition, Ironridge provides at least an annual report for each managed portfolio. This written report normally includes a summary of portfolio holdings and performance results. Additional reports are available at the request of the client.

### ***Item 14 - Client Referrals and Other Compensation***

As noted above, Ironridge may receive an economic benefit from Schwab in the form of support products and services it makes available to Ironridge and other independent investment advisors that have their clients maintain accounts at Schwab. These products and services, how they benefit our firm, and the related conflicts of interest are described in ***Item 12 - Brokerage Practices***. The availability of Schwab's products and services to Ironridge is based solely on our participation in the programs and not in the provision of any particular investment advice. Neither Schwab nor any other party is paid to refer clients to Ironridge.

### ***Item 15 - Custody***

Schwab is the custodian of nearly all client accounts at Ironridge. From time to time however, clients may select an alternate broker to hold accounts in custody. In any case, it is the custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify Ironridge of any questions or concerns. Clients are also asked to promptly notify Ironridge if the custodian fails to provide statements on each account held.

From time to time and in accordance with Ironridge's agreement with clients, Ironridge will provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting, pending trades or other similar issues.

#### ***Item 16 - Investment Discretion***

As described in ***Item 4 - Advisory Business***, Ironridge will accept clients on either a discretionary or non-discretionary basis. For *discretionary accounts*, a Limited Power of Attorney ("LPOA") is executed by the client, giving Ironridge the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. Ironridge then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with Ironridge and the requirements of the client's custodian.

For *non-discretionary accounts*, the client also generally executes an LPOA, which allows Ironridge to carry out trade recommendations and approved actions in the portfolio. However, in accordance with the investment advisory agreement between Ironridge and the client, Ironridge does not implement trading recommendations or other actions in the account unless and until the client has approved the recommendation or action. As with discretionary accounts, clients may limit the terms of the LPOA, subject to Ironridge's agreement with the client and the requirements of the client's custodian.

#### ***Item 17 - Voting Client Securities***

As a policy and in accordance with Ironridge's client agreement, Ironridge does not vote proxies related to securities held in client accounts. The custodian of the account will normally provide proxy materials directly to the client. Clients may contact Ironridge with questions relating to proxy procedures and proposals; however, Ironridge generally does not research particular proxy proposals.

#### ***Item 18 - Financial Information***

Ironridge does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore has no disclosure required for this item.

# **Exhibit A**



**Item 1 - Cover Page**  
**of**  
**Brochure Supplement for**  
**Brian K. Stickney, CFA, CFP®**  
**CRD# 2217162**  
**of**

**Ironridge Wealth Management, LLC**

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April 9, 2014

This brochure supplement provides information about Brian Stickney, and supplements the Ironridge Wealth Management, LLC ("Ironridge") brochure. You should have received a copy of that brochure. Please contact us at (770) 635-1925 if you did not receive Ironridge's brochure, or if you have any questions about the contents of this supplement.

Additional information about Brian is available on the SEC's website at **[www.AdviserInfo.sec.gov](http://www.AdviserInfo.sec.gov)**.

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***Item 2 - Educational Background and Business Experience***

Brian K. Stickney (year of birth 1958) is a founding Principal of Ironridge.

Brian began his career as a Decision Support Analyst for American General before attending law school in 1985. After law school, Brian spent time as a litigation attorney before entering the financial services industry with CIGNA in 1991. His CIGNA division was later merged with Lincoln Financial Group where Brian acted as the Regional Director of Financial Planning from 2003 until 2006. Brian served as an Investment Specialist for the Piedmont Financial Group from 2006 until founding Ironridge in March of 2013.

Brian received a Bachelor's of Science in Management Science from Georgia Institute of Technology in 1981 and later earned a Juris Doctorate from the University of Houston Law Center in 1987. Brian is also a CERTIFIED FINANCIAL PLANNER™ professional\* and holds the Chartered Financial Analyst® designation\*\*.

\* The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination and experience requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. The Examination tests the candidate's ability to apply financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions over a 2-day period. At least 3 years of qualifying full-time work experience are required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process.

\*\* The Chartered Financial Analyst® ("CFA") designation is a professional designation given by the CFA Institute that measures the competence and integrity of financial analysts. The CFA Program is a graduate-level self-study program that combines a broad-based curriculum of investment principles with professional conduct requirements. Candidates are required to pass three levels of examinations covering areas such as accounting, economics, ethics, money management and security analysis. Before a candidate is eligible to become a CFA charterholder, he/she must meet minimum experience requirements in the area of investment/financial practice. To enroll in the program, a candidate must hold a bachelor's degree.

### ***Item 3 - Disciplinary Information***

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Brian has no such disciplinary information to report.

### ***Item 4 - Other Business Activities***

Brian is also a licensed insurance agent in Georgia. As such, he is entitled to receive commissions or other remuneration on the sale of insurance products. In order to protect client interests, Ironridge's policy is to fully disclose all forms of compensation before any such transaction is executed. Normally, clients will not pay both a commission and also pay an advisory fee on assets held in the same account. These fees are normally exclusive of each other.

Brian is also a Registered Representative of Purshe Kaplan Sterling Investments, Inc., an SEC registered broker/dealer and member of FINRA and SIPC. As Registered Representative, he is entitled to receive commissions or other remuneration on the sale of insurance and other products. In order to protect client interests, Ironridge's policy is to fully disclose all forms of compensation before any such transaction is executed. Normally, clients will not pay both a commission to Brian and also pay an advisory fee to Ironridge on assets held in the same account. These fees are normally exclusive of each other.

Other than the sale of insurance and other products, Brian is not engaged in any other investment-related business or occupation, and does not earn compensation for the sale of any other products or services.

### ***Item 5 - Additional Compensation***

Other than described above, Brian does not have any additional compensation to disclose.

***Item 6 – Supervision***

Brian is a Principal and co-founder of Ironridge, and in addition serves as Chief Compliance Officer for the firm. Richard Maurice is also a Principal and co-founder of Ironridge. Both are Portfolio Managers and together make up the investment committee.

Overall investment decisions are made as a team by the investment committee, and portfolio activity based on these decisions will be carried out by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Brian is responsible for providing supervisory oversight to the staff. He also participates as a team member in the investment and trading processes, and may be contacted at (770) 635-1925.

**Item 1 - Cover Page**  
**of**  
**Brochure Supplement for**  
**Richard O. Maurice, CFP®**  
**CRD# 4254502**  
**of**

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April 9, 2014

This brochure supplement provides information about Richard Maurice, and supplements the Ironridge Wealth Management, LLC ("Ironridge") brochure. You should have received a copy of that brochure. Please contact us at (770) 635-1925 if you did not receive Ironridge's brochure, or if you have any questions about the contents of this supplement.

Additional information about Richard is available on the SEC's website at  
**[www.AdviserInfo.sec.gov](http://www.AdviserInfo.sec.gov)**.

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***Item 2 - Educational Background and Business Experience***

Richard O. Maurice (year of birth 1946) is a founding Principal of Ironridge.

Richard became a CERTIFIED FINANCIAL PLANNER™ professional\* and began his financial advisor career in 2000 with Lincoln Financial Advisors, Inc. (LFA). In 2005, he joined Raymond James & Associates, Inc. as a financial advisor, rising to Associate Vice President, Investments. He has been providing estate and other financial planning, and managing portfolios of predominantly income-producing individual securities, for almost 15 years.

Richard achieved a Masters of Finance in 1994 from The Georgia State University after transferring from the Masters in Tax program.

Prior to launching his career in the financial field, from 1992 to 1999 Richard served as Executive Vice President for The McGee Group, Inc. He was responsible for finance and accounting, operations, as well as management of outside sales forces operating from Virginia to Texas.

Richard is a member of the American Institute of Certified Public Accountants. After receiving his BA from The George Washington University, he worked as a consulting economist in Washington, D.C. and abroad.

\* The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination and experience requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. The Examination tests the candidate's ability to apply financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions over a 2-day period. At least 3 years of qualifying full-time work experience are required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process.

### ***Item 3 - Disciplinary Information***

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Richard has no such disciplinary information to report.

### ***Item 4 - Other Business Activities***

Richard is also a licensed insurance agent in Georgia. As such, he is entitled to receive commissions or other remuneration on the sale of insurance products. In order to protect client interests, Ironridge's policy is to fully disclose all forms of compensation before any such transaction is executed. Normally, clients will not pay both a commission and also pay an advisory fee on assets held in the same account. These fees are normally exclusive of each other.

Other than the sale of insurance products, Richard is not engaged in any other investment-related business or occupation, and does not earn compensation for the sale of any other products or services.

### ***Item 5 - Additional Compensation***

Other than described above, Richard does not have any additional compensation to disclose.

### ***Item 6 - Supervision***

Richard is a Principal and co-founder of Ironridge. Brian Stickney is also a Principal and co-founder of Ironridge, and in addition serves as Chief Compliance Officer for the firm. Both are Portfolio Managers and together make up the investment committee.

Overall investment decisions are made as a team by the investment committee, and portfolio activity based on these decisions will be carried out by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Brian Stickney is responsible for providing supervisory oversight to the staff. He also participates as a team member in the investment and trading processes, and may be contacted at (770) 635-1925.

**Item 1 - Cover Page**  
**of**  
**Brochure Supplement for**  
**Michelle D. Elliott, ChFC®, CFS®, CLU**  
**CRD# 2064627**  
**of**

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April 9, 2014

This brochure supplement provides information about Michelle Elliott, and supplements the Ironridge Wealth Management, LLC ("Ironridge") brochure. You should have received a copy of that brochure. Please contact us at (770) 635-1925 if you did not receive Ironridge's brochure, or if you have any questions about the contents of this supplement.

Additional information about Michelle is available on the SEC's website at  
[www.AdviserInfo.sec.gov](http://www.AdviserInfo.sec.gov).

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***Item 2 - Educational Background and Business Experience***

Michelle D. Elliott has served as a Financial Advisor with Ironridge since 2013. Michelle works with business owners, professionals, and other individuals in the area of Risk Management, Retirement Planning, Tax Minimization, Wealth Transfer and Estate Planning Strategies. She is committed to helping her clients plan for their financial future by identifying their goals and objectives, then developing a financial plan. Michelle coordinates these plans with her clients' other financial advisors (i.e. CPAs and attorneys) and seeks to help her clients have choices, dignity and independence as they build their financial homes.

A native of New Jersey, she has been practicing in the Atlanta area and working with clients throughout the country for over twenty years. Prior to joining Ironridge, Michelle worked as a registered representative with MML Investor Services, Inc. for over a decade. Michelle has earned the Chartered Financial Consultant®, the Certified Fund Specialist®\*\* and Chartered Life

Underwriter\*\*\* professional designations. Michelle has also held seven licenses in the investment and insurance related fields. Michelle was born in 1948 and is a graduate of Seton Hall University where she graduated Cum Laude. Prior to joining the financial services industry in 1990, she was a buyer for Macy's in the New Jersey division.

\* The Chartered Financial Consultant® ("ChFC®") is a financial planning designation for the insurance industry awarded by the American College of Bryn Mawr. ChFCs must meet experience requirements and pass exams covering finance and investing. They must have at least three years of experience in the financial industry, and have studied and passed an examination on the fundamentals of financial planning, including income tax, insurance, investment and estate planning.

\*\* The Certified Fund Specialist® (CFS®) is a certification indicating an individual's expertise in mutual funds and the mutual fund industry. These individuals advise clients on which mutual funds best suit their particular needs. The CFS designation does not license individuals to buy or sell mutual funds; however, in many cases Certified Fund Specialists do have this license, which enables them to buy and sell the funds for their clients. The CFS is the oldest designation in the mutual fund industry. Training is provided by the Institute of Business & Finance in the form of a 60-hour self-study program. Course topics include, but are not limited to, portfolio theory, dollar-cost averaging and annuities. The CFS course is sponsored by the Institute of Business and Finance.

\*\*\* The Chartered Life Underwriter® ("CLU") is a professional designation for individuals who wish to specialize in life insurance and estate planning. Individuals must complete five core courses and three elective courses, and successfully pass all eight two-hour, 100-question examinations in order to receive the designation.

### ***Item 3 - Disciplinary Information***

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Michelle has no such disciplinary information to report.

### ***Item 4 - Other Business Activities***

Michelle is also a licensed insurance agent in Georgia. As such, she is entitled to receive commissions or other remuneration on the sale of insurance products. In order to protect client interests, Ironridge's policy is to fully disclose all forms of compensation before any such transaction is executed. Normally, clients will not pay both a commission and also pay an advisory fee on assets held in the same account. These fees are normally exclusive of each other.

Michelle is also a Registered Representative of Purshe Kaplan Sterling Investments, Inc., an SEC registered broker/dealer and member of FINRA and SIPC. As Registered Representative, she is entitled to receive commissions and trailing fees or other remuneration on the sale of mutual funds, insurance and other products. In order to protect client interests, Ironridge's policy is to fully disclose all forms of compensation before any such transaction is executed. Normally, clients will not pay both a commission to Michelle and also pay an advisory fee to Ironridge on assets held in the same account. These fees are normally exclusive of each other.



Other than the sale of insurance and other products, Michelle is not engaged in any other investment-related business or occupation, and does not earn compensation for the sale of any other products or services.

***Item 5 - Additional Compensation***

Other than described above, Michelle does not have any additional compensation to disclose.

***Item 6 - Supervision***

Brian Stickney, Principal and Chief Compliance Officer of Ironridge, is responsible for supervising Michelle and for reviewing accounts. Brian Stickney can be reached at (770) 635-1925.

**Item 1 - Cover Page**  
**of**  
**Brochure Supplement for**  
**Alan John Jeglinski**

**CRD# 3112099**

219 Old Cherokee Way  
Dawsonville, GA 30534  
678-520-7299

**of**  
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April 9, 2014

This brochure supplement provides information about Alan Jeglinski, and supplements the Ironridge Wealth Management, LLC ("Ironridge") brochure. You should have received a copy of that brochure. Please contact us at (770) 635-1925 if you did not receive Ironridge's brochure, or if you have any questions about the contents of this supplement.

Additional information about Alan is available on the SEC's website at **[www.AdviserInfo.sec.gov](http://www.AdviserInfo.sec.gov)**.

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***Item 2 - Educational Background and Business Experience***

Alan John Jeglinski (year of birth 1947) is a Financial Planner at Ironridge. Alan started his professional career with the ING Group and has held positions including Senior Vice President of Southland Life Insurance Company, General Manager of the Orion Insurance Company (UK) and President of Excelsior Insurance Company. Alan began his career as a financial planner in 1998 with Prudential Financial Group and then Mass Mutual Financial beginning in 2001 until joining Ironridge in 2013.

Alan received his Bachelors of Science degree from Seton Hall University in 1969 and achieved a Masters of Business Administration from the University of Massachusetts in 1976. Alan served his country in Vietnam.

***Item 3 - Disciplinary Information***

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Alan has no such disciplinary information to report.

***Item 4 - Other Business Activities***

Alan is also a licensed to sell life, disability and long term care insurance in several states. In order to protect client interests, Ironridge's policy is to fully disclose all forms of compensation before any such transaction is executed. Normally, clients will not pay both a commission and also pay an advisory fee on assets held in the same account. These fees are normally exclusive of each other.

Other than the sale of insurance products, Alan is not engaged in any other investment-related business or occupation, and does not earn compensation for the sale of any other products or services.

***Item 5 - Additional Compensation***

Other than described above, Alan does not have any additional compensation to disclose.

***Item 6 - Supervision***

Brian Stickney, Principal and Chief Compliance Officer of Ironridge, is responsible for supervising Alan and for reviewing accounts. Brian can be reached at (770) 635-1925.