

RWM Asset Management, LLC

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This brochure provides information about the qualifications and business practices of RWM Asset Management, LLC. If you have any questions about the contents of this brochure, please contact us at (352) 343-2700 or kmcqueen@ruggiewealth.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about RWM Asset Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

References herein to RWM Asset Management, LLC as a "registered investment adviser" or any reference to being "registered" does not imply a certain level of skill or training.

Item 2 Material Changes

This is RWM Asset Management, LLC's initial Form ADV Part 2A.

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Item 4 Advisory Business

- A. RWM Asset Management, LLC (the “Registrant”) is a limited liability company formed on November 6, 2012 in the State of Florida. The Registrant became registered as an Investment Adviser Firm in May 2014. The Registrant is solely owned by Thomas Ruggie. Mr. Ruggie is also the Registrant’s Managing Member.
- B. As discussed below, the Registrant offers to its clients (other investment advisers, business entities, pension and profit sharing plans, etc.) investment advisory and consulting services.

INVESTMENT MANAGEMENT SERVICES

The Registrant may be engaged to provide discretionary investment advisory services on a *fee* basis. The Registrant’s annual investment advisory fee is based upon a percentage (%) of the market value of the assets placed under the Registrant’s management, generally between negotiable and 1.15%.

Unified Managed Accounts. In conjunction with the Registrant’s investment management services, the Registrant sponsors various Unified Managed Accounts (“UMAs”) (a professionally managed private investment account that is rebalanced regularly and can encompass every investment vehicle [e.g. mutual funds, stocks, bonds and exchange traded funds (“ETFs”)] in a client’s portfolio, all in a single account). As the sponsor for the various UMAs, the Registrant is responsible for portfolio trading, re-balancing, reporting and other administrative responsibilities.

SUB-ADVISORY ARRANGEMENTS

As the sponsor of various UMAs, the Registrant may be engaged to provide sub-advisory services to other affiliated and/or unaffiliated investment advisory firms (the “Advisor”).

As a sub-advisor, the Registrant shall have discretionary authority for the day-to-day management of the assets that are allocated to it by the Advisor. The Registrant shall be allocated a portion of the investment advisory fee charged by the Advisor for the allocated assets as payment for its sub-advisory services. The allocation shall be made by each platform sponsor.

The Registrant currently serves as a sub-advisor to Ruggie Capital Group, Inc. (“RCG”) (CRD# 145595), doing business as Ruggie Wealth Management (“RWM”), RW Direct (“RWD”), and Edge Solutions (“Edge”), an affiliated SEC registered investment adviser firm. RCG may engage the Registrant through RWM, one of its business groups, to manage UMA strategies in conjunction with RWM’s investment advisory services. The Registrant’s Chief Compliance Officer, Kathleen McQueen, remains available to address any questions concerning the Registrant’s sub-advisory arrangements.

RETIREMENT CONSULTING

Through its sub-advisory relationships, the Registrant, as a 3(38) fiduciary, also provides discretionary pension consulting services, pursuant to which it assists sponsors of self-directed retirement plans with the selection and/or monitoring of investment alternatives from which plan participants shall choose in self-directing the investments for their individual plan retirement accounts.

To the extent requested by a plan sponsor or the Advisor, the Registrant may recommend *Edge*, a business group of *RCG*, to provide participant education designed to assist participants in identifying the appropriate investment strategy for their retirement plan accounts. The terms and conditions of the engagement shall generally be set forth in a *Agreement* between the *Edge* and the plan sponsor. Please Note: The recommendation of *Edge* by the Registrant or its representatives creates a conflict of interest. *Edge* is a business group of *RCG*, an affiliated investment advisory firm owned by the Registrant's Managing Member, Thomas Ruggie. Mr. Ruggie receives a direct economic benefit from the referral of these relationships and, as such, has an incentive to recommend *Edge's* services. Plan sponsors are not under any obligation to engage *Edge* to provide services.

MISCELLANEOUS

Please Note: Cash Positions. At any specific point in time, depending upon perceived or anticipated market conditions/events (there being **no guarantee** that such anticipated market conditions/events will occur), the Registrant maintains cash positions for defensive purposes. All cash positions (money markets, etc) shall be included as part of assets under management for purposes of calculating the Registrant's advisory fee. **Please Further Note:** When the account is holding cash positions, those cash positions will be subject to the same fee schedule as set forth below. **The Registrant's Chief Compliance Officer, Kathleen McQueen, remains available to address any questions that a client or prospective client may have regarding the above fee billing practice.**

Client Obligations. In performing its services, Registrant shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, each client is advised that it remains his/her/its responsibility to promptly notify the Registrant if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Registrant's previous recommendations and/or services.

Disclosure Statement. A copy of the Registrant's written Brochure as set forth on Part 2A of Form ADV shall be provided to each client prior to, or contemporaneously with, the execution of the *Investment Advisory Agreement*.

- C. The Registrant shall provide investment management services specific to the needs of each client. Prior to providing investment advisory services, an investment adviser representative will ascertain each client's investment objective(s). Thereafter, the Registrant shall allocate and/or recommend that the client allocate investment assets consistent with the designated investment objective(s). The client may, at anytime, impose reasonable restrictions, in writing, on the Registrant's services.
- D. The Registrant does not participate in a wrap fee program.

- E. As of May 15, 2014, the Registrant had \$0 in assets under management on a discretionary basis.

Item 5 Fees and Compensation

A.

INVESTMENT MANAGEMENT SERVICES

If a client determines to engage the Registrant to provide discretionary investment advisory services on a *fee* basis, the Registrant's annual investment advisory fee shall vary from negotiable up to 1.15% of the total assets placed under the Registrant's management/advisement and shall be based upon various **objective and subjective factors**. These factors include, but are not limited to, the amount of the assets placed under the Registrant's management, the level and scope of the overall investment advisory services to be rendered and the complexity of the engagement.

Note: Fee Differentials. The Registrant shall price its services based upon various objective and subjective factors. As a result, the Registrant's clients could pay diverse fees based upon the market value of their assets, the complexity of the engagement, and the level and scope of the overall financial planning and/or consulting services to be rendered. The services to be provided by the Registrant to any particular client could be available from other advisers at lower fees. All clients and prospective clients should be guided accordingly.

RETIREMENT CONSULTING

Through its sub-advisory relationships, the Registrant, as a 3(38) fiduciary, also provides discretionary pension consulting services, pursuant to which it assists sponsors of self-directed retirement plans with the selection and/or monitoring of investment alternatives from which plan participants shall choose in self-directing the investments for their individual plan retirement accounts.

- B. Clients may elect to have the Registrant's advisory fees deducted from their custodial account. Both Registrant's *Investment Advisory Agreement* and the custodial/clearing agreement may authorize the custodian to debit the account for the amount of the Registrant's investment advisory fee and to directly remit that management fee to the Registrant in compliance with regulatory procedures. In the limited event that the Registrant bills the client directly, payment is due upon receipt of the Registrant's invoice. The Registrant shall deduct fees and/or bill clients quarterly in advance, based upon the market value of the assets on the last business day of the previous quarter.
- C. As discussed below, unless the client directs otherwise, the Registrant shall generally recommend that Mid Atlantic Capital Corporation ("*Mid Atlantic*"), Charles Schwab & Co. ("*Schwab*") and/or TD Ameritrade ("*Ameritrade*") serve as the broker-dealer/custodian for investment management assets. Broker-dealers such as *Mid Atlantic*, *Schwab*, and/or *Ameritrade* which are unaffiliated with Registrant, charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e. transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions). In addition to Registrant's investment management fee, brokerage commissions and/or transaction fees, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses).

- D. Registrant's annual investment advisory fee shall be prorated and paid quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter. The Registrant does not generally require an annual minimum fee or asset level for investment services. Registrant, in accordance with all applicable regulations and at its sole discretion, may charge a lesser investment advisory fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.).

The *Investment Advisory Agreement* between the Registrant and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the *Investment Advisory Agreement*. Upon termination, the Registrant shall refund the pro-rated portion of the advanced advisory fee paid based upon the number of days remaining in the billing quarter.

- E. **Securities Commission Transactions.** Registrant's representatives, in their individual capacities, are also registered representatives of Purshe Kaplan Sterling ("PKS"), a FINRA member broker-dealer. The Registrant does not receive any revenue from commissions or other compensation for the sale of investment products.

Neither the Registrant nor its representatives shall recommend the purchase of a commission product to any client. No client is under any obligation to purchase any commission products from Registrant's representatives. **Please Note:** To the extent applicable, clients may purchase investment products through other, non-affiliated broker dealers or agents. The Registrant's Chief Compliance Officer, Kathleen McQueen, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.

Item 6 Performance-Based Fees and Side-by-Side Management

Neither the Registrant nor any supervised person of the Registrant accepts performance-based fees.

Item 7 Types of Clients

The Registrant's clients shall generally include other investment advisers, business entities, and pension and profit sharing plans. The Registrant does not generally require an annual minimum fee or asset level for investment services. The Registrant, in its sole discretion, may charge a lesser investment management fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.).

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

A. The Registrant may utilize the following methods of security analysis:

- Fundamental - (analysis performed on historical and present data, with the goal of making financial forecasts)
- Technical – (analysis performed on historical and present data, focusing on price and trade volume, to forecast the direction of prices)
- Cyclical – (analysis performed on historical relationships between price and market trends, to forecast the direction of prices)

The Registrant may utilize the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)

Please Note: Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by the Registrant) will be profitable or equal any specific performance level(s). Investing in securities involves risk of loss that clients should be prepared to bear.

B. The Registrant's method of analysis and investment strategy does not present any significant or unusual risks.

However, every method of analysis has its own inherent risks. To perform an accurate market analysis the Registrant must have access to current/new market information. The Registrant has no control over the dissemination rate of market information; therefore, unbeknownst to the Registrant, certain analyses may be compiled with outdated market information, severely limiting the value of the Registrant's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

The Registrant's primary investment strategies - Long Term Purchases and Short Term Purchases - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy.

C. Currently, the Registrant primarily allocates client investment assets among various exchange traded funds and mutual funds, individual equities (stocks) and debt instruments (bonds) on a discretionary basis in accordance with the client's designated investment objective(s).

Item 9 Disciplinary Information

Neither the Registrant nor any of its supervised persons have been the subject of a disciplinary action.

Item 10 Other Financial Industry Activities and Affiliations

- A. **Registered Representative of PKS.** As disclosed above in Item 5.E, certain of Registrant's representatives are also registered representatives of PKS, a FINRA member broker-dealer.
- B. Neither the Registrant, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.
- C. **Registered Representatives of a Broker Dealer.** As disclosed above in Item 5.E, certain of Registrant's representatives are registered representatives of PKS, a FINRA member broker-dealer. Neither the Registrant nor its representatives shall recommend the purchase of a commission product to any client. No client is under any obligation to purchase any commission products from Registrant's representatives. **Please Note:** To the extent applicable, clients may purchase investment products through other, non-affiliated broker dealers or agents. The Registrant's Chief Compliance Officer, Kathleen McQueen, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.

Licensed Insurance Agents. Certain of the Registrant's representatives, in their individual capacities, are licensed insurance agents. Neither the Registrant nor its representatives shall recommend the purchase of an insurance commission product to any client. No client is under any obligation to purchase any insurance product from the Registrant's representatives. **Please Note:** To the extent applicable, clients may purchase insurance products through other, non-affiliated broker dealers or agents. The Registrant's Chief Compliance Officer, Kathleen McQueen, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.

Affiliated Registered Investment Adviser: Ruggie Capital Group, Inc. The Registrant's owner, Thomas Ruggie, also owns Ruggie Capital Group, Inc. ("RCG") (CRD# 145595), doing business as Ruggie Wealth Management ("RWM"), RW Direct ("RWD"), and Edge Solutions ("Edge") an affiliated SEC registered investment advisor firm. The Registrant serves as a sub-advisor to RCG by managing UMA strategies for the RWM business group and by managing 401(k) plans generated by the RWM business group and the Edge business group through a collective trust.

The sub-advisory relationship between the Registrant and RCG and its business groups presents a **conflict of interest** as Thomas Ruggie, the Registrant's owner, receives a direct economic benefit from the continuation of the relationship between both entities. Clients of RCG are under no obligation to utilize the UMA strategies or the collective trust managed or maintained by the Registrant **The Registrant's Chief Compliance Officer, Kathleen McQueen, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.**

Affiliated Registered Investment Adviser: Asset Advisors of America, LLC The Registrant's owner, Thomas Ruggie, is also a 20% owner of Asset Advisors of America, LLC a state registered investment adviser firm (CRD# 146566) ("AAA"). AAA generates potential business for RCG's RWM business line and, therefore, indirectly generates potential business for the Registrant. The Registrant may receive client referrals from AAA. Due to compensation arrangements between AAA and RCG, the recommendation by AAA of those potential clients who would engage RCG and then would in turn be serviced by the Registrant, presents a *conflict of interest* as Mr. Ruggie, may receive a direct economic benefit from any such referral. **The Registrant's Chief Compliance Officer, Kathleen McQueen, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.**

- D. The Registrant does not recommend or select other investment advisors for its clients for which it receives a fee.

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

- A. The Registrant maintains an investment policy relative to personal securities transactions. This investment policy is part of Registrant's overall Code of Ethics, which serves to establish a standard of business conduct for all of Registrant's Representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, the Registrant also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Registrant or any person associated with the Registrant.

- B. Neither the Registrant nor any related person of Registrant recommends, buys, or sells for client accounts, securities in which the Registrant or any related person of Registrant has a material financial interest.
- C. The Registrant and/or representatives of the Registrant *may* buy or sell securities that are also recommended to clients. This practice may create a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if the Registrant did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e., personal trades executed prior to those of the Registrant's clients) and other potentially abusive practices.

The Registrant has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of the Registrant's "Access Persons." The Registrant's securities transaction policy requires that Access Person of the Registrant must provide the Chief Compliance Officer or his/her designee

with a written report of the their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date the Registrant selects; provided, however that at any time that the Registrant has only one Access Person, he or she shall not be required to submit any securities report described above.

- D. The Registrant and/or representatives of the Registrant *may* buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. As indicated above in Item 11C, the Registrant has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Registrant's Access Persons.

Item 12 Brokerage Practices

- A. In the event that the client requests that the Registrant recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct the Registrant to use a specific broker-dealer/custodian), Registrant generally recommends that investment management accounts be maintained at *Mid Atlantic*, *Schwab*, and/or *Ameritrade*. Prior to engaging Registrant to provide investment management services, the client will be required to enter into a formal Agreement setting and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that the Registrant considers in recommending *Mid Atlantic*, *Schwab*, and/or *Ameritrade* (or any other broker-dealer/custodian to clients) include historical relationship with the Registrant, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Registrant's clients shall comply with the Registrant's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the Registrant determines, in good faith, that the commission/transaction fee is reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of broker-dealer services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Registrant will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Registrant's investment management fee. The Registrant's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

1. Research and Additional Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Registrant may receive from *Mid Atlantic*, *Schwab*, and/or *Ameritrade* (or another broker-dealer/custodian, investment platform and/or mutual fund sponsor) without cost

(and/or at a discount) support services and/or products, certain of which assist the Registrant to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by the Registrant may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by Registrant in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that *may* be received may assist the Registrant in managing and administering client accounts. Others do not directly provide such assistance, but rather assist the Registrant to manage and further develop its business enterprise.

Registrant's clients do not pay more for investment transactions effected and/or assets maintained at *Mid Atlantic*, *Schwab*, and/or *Ameritrade* as a result of this arrangement. There is no corresponding commitment made by the Registrant to *Mid Atlantic*, *Schwab*, and/or *Ameritrade* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

The Registrant's Chief Compliance Officer, Kathleen McQueen, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest such arrangement may create.

2. The Registrant does not receive referrals from broker-dealers.
3. The Registrant does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Registrant will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Registrant. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

Please Note: In the event that the client directs Registrant to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through Registrant.

The Registrant's Chief Compliance Officer, Kathleen McQueen, remains available to address any questions that a client or prospective client may have regarding the above arrangement.

- B. To the extent that the Registrant provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless the Registrant decides to purchase or sell the same securities for several clients at approximately the same time. The Registrant may (but is not obligated to) combine or “bunch” such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the Registrant’s clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. The Registrant shall not receive any additional compensation or remuneration as a result of such aggregation.

Item 13 Review of Accounts

- A. For those clients to whom Registrant provides investment supervisory services, account reviews are conducted on a periodic basis by the Registrant's representatives, at least annually. All investment supervisory clients are advised that it remains their responsibility to advise the Registrant of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone) are encouraged to review financial planning issues (to the extent applicable), investment objectives and account performance with the Registrant on an annual basis.
- B. The Registrant *may* conduct account reviews on an other than periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections and client request.
- C. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts.

Item 14 Client Referrals and Other Compensation

- A. As referenced in Item 12.A.1 above, the Registrant may receive an indirect economic benefit from *Mid Atlantic*, *Schwab*, and/or *Ameritrade*. The Registrant, without cost (and/or at a discount), may receive support services and/or products from *Mid Atlantic*, *Schwab*, and/or *Ameritrade*.

Registrant’s clients do not pay more for investment transactions effected and/or assets maintained at *Mid Atlantic*, *Schwab*, and/or *Ameritrade* as a result of this arrangement. There is no corresponding commitment made by the Registrant to *Mid Atlantic*, *Schwab*, and/or *Ameritrade* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

The Registrant’s Chief Compliance Officer, Kathleen McQueen, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest any such arrangement may create.

- B. Neither the Registrant nor any of its representatives compensates any person other than its supervised persons for client referrals.

Item 15 Custody

The Registrant shall have the ability to have its advisory fee for each client debited by the custodian on a quarterly basis. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. The Registrant may also provide a written periodic report summarizing account activity and performance.

Please Note: To the extent that the Registrant provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by the Registrant with the account statements received from the account custodian. **Please Also Note:** The account custodian does not verify the accuracy of the Registrant's advisory fee calculation.

Item 16 Investment Discretion

The Registrant provides investment advisory services, through sub-advisory relationships, on a discretionary basis. Prior to the Registrant assuming discretionary authority over an account, the client shall be required to execute an Agreement, naming the Advisor as the client's attorney and agent in fact, granting the Advisor full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name found in the discretionary account. The sub-advisory agreement between the Advisor and the Registrant provides the Registrant with discretion when managing the sub-advisory assets.

To the extent applicable, restrictions on the Registrant's discretionary authority may be imposed **in writing** by the Advisor, at any time.

Item 17 Voting Client Securities

- A. The Registrant does not vote client proxies. Clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets.
- B. Clients will receive their proxies or other solicitations directly from their custodian. Clients may contact the Registrant to discuss any questions they may have with a particular solicitation.

Item 18 Financial Information

- A. The Registrant does not solicit fees of more than \$1,200, per client, six months or more in advance.
- B. The Registrant is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.
- C. The Registrant has not been the subject of a bankruptcy petition.

ANY QUESTIONS: The Registrant's Chief Compliance Officer, Kathleen McQueen, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.