

Item 1 – Cover Page

WIN Wealth Management, Inc.

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February 11, 2015

This Brochure provides information about the qualifications and business practices of WIN Wealth Management, Inc. (“WIN Wealth Management”). If you have any questions about the contents of this Brochure, please contact us at 303-221-3157. 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.

WIN Wealth Management is a registered investment advisor. Registration of an Investment Advisor does not imply any level of skill or training. The oral and written communications of an Advisor provide you with information about which you determine to hire or retain an Advisor.

Additional information about WIN Wealth Management also is available on the SEC’s website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for WIN Wealth Management is 127019.

Item 2 – Material Changes

This Item of the Brochure will discuss only specific material changes that are made to the Brochure since the last annual update and provide clients with a summary of such changes. The last update of our brochure was April 15, 2014.

We do not have any material changes to report with the Brochure dated February 11, 2015; however, please note that we have updated the Assets Under Management information of Item 4 in accordance with the filing of our Annual Updating Amendment.

(Brochure Date: 02/11/2015)

We have made the following material change to our current Brochure:

- We have removed Item 19-Requirements for State-Registered Advisers as WIN Wealth Management is transitioning to registration with the Securities and Exchange Commission.

(Brochure Date: 04/15/2014)

(Date of Most Recent Annual Updating Amendment: 02/11/2015)

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Mark Autterson at (303)-221-3157.

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Item 4 – Advisory Business

WIN Wealth Management is owned by John Winterscheidt and Mark Auttersson, and has provided investment advisory services since 2003.

As of November 30, 2014, WIN Wealth Management managed \$118,395,065 on a discretionary basis and \$0 on a non-discretionary basis.

Investment Management Services

WIN Wealth Management works with each client to determine their investment objectives and investor risk profile and then designs a written investment policy statement. WIN Wealth Management uses investment and portfolio allocation software to evaluate alternative portfolio designs. WIN Wealth Management evaluates the client's existing investments with respect to the client's investment policy statement. WIN Wealth Management works with new clients to develop a plan to transition from the client's existing portfolio to the portfolio recommended by WIN Wealth Management.

WIN Wealth Management will then continuously manage the client's portfolio holdings and the overall asset allocation strategy and hold regular review meetings with the client regarding their account as necessary.

WIN Wealth Management will typically create a portfolio of no-load mutual funds, and may use model portfolios if the models match the client's investment policy. WIN Wealth Management will allocate the client's assets among various investments, taking into consideration the overall management style selected by the client. Client portfolios may also include some individual equity securities.

WIN Wealth Management manages mutual fund and equity portfolios on a discretionary or nondiscretionary basis. WIN Wealth Management's clients may impose any reasonable restrictions on WIN Wealth Management's discretionary authority, including restrictions on the types of securities in which WIN Wealth Management may invest client's assets and on specific securities that the client may believe to be appropriate.

WIN Wealth Management may also recommend fixed income portfolios to advisory clients which consist of managed accounts of individual bonds. WIN Wealth Management will request discretionary authority from advisory clients to manage fixed income portfolios, including the discretion to retain a third party fixed income manager. WIN Wealth Management will prepare a separate Fixed Income Investment Policy Statement for any client qualifying for separate fixed income portfolio services.

Pursuant to its discretionary authority, WIN Wealth Management will retain a fixed income securities manager. The fixed income securities manager will be provided with the discretionary authority to invest client assets in fixed income securities consistent with the client's Fixed Income Investment Policy Statement. The manager will also monitor the account for changes in credit ratings, security call provisions, and tax loss harvesting opportunities (to the extent that the manager is provided with cost basis information). The manager will obtain WIN Wealth Management's consent prior to the sale of any client securities.

On an ongoing basis, WIN Wealth Management will answer clients' inquiries regarding their accounts and review periodically with clients the performance of their accounts. WIN Wealth Management will periodically, and at least annually, review a client's investment policy, risk profile and discuss the re-balancing of each client's accounts to the extent appropriate. WIN Wealth Management will provide the fixed income investment manager any updated client financial information or account restrictions necessary for the investment manager to provide sub-advisory services.

Employee Benefit Retirement Plan Services

WIN Wealth Management also provides advisory services to participant-directed retirement plans through third party administration services, which are online bundled service providers offering an opportunity for plan sponsors to provide their participants with daily account access, valuation, and investment education.

WIN Wealth Management will analyze the plan's current investment platform, and assist the plan in creating an investment policy statement defining the types of investments to be offered and the restrictions that may be imposed. WIN Wealth Management will recommend investment options to achieve the plan's objectives, provide participant education meetings, and monitor the performance of the plan's investment vehicles.

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

For certain retirement plans, WIN Wealth Management also works in coordination and support with BAM Advisor Services, LLC ("BAM"). Retirement plan clients will engage both WIN Wealth Management and BAM. BAM will provide to the client additional discretionary investment management services and will exercise discretionary authority to select the plan investments made available to the plans' participants by selecting and maintain the plans' investments according to the goals and investment objectives of the plan.

WIN Wealth Management will continue to work with plans to monitor plan investments, provide fiduciary plan advice including regular considerations of the goals and objectives of the plan, and provide participant education services to the plan.

Financial Planning

WIN Wealth Management also offers financial planning on a fee-only basis. No products are sold by WIN Wealth Management or its associated persons. The financial planning process may include all or part of the following, depending on each client's situation:

- 1) Analyze the client's present situation by collecting and reviewing all relevant information such as wills, tax returns, insurance policies, cash flow, financial position and employee benefits.
- 2) Assist the client in defining realistic personal financial goals and objectives.
- 3) Prepare a financial plan with specific recommendations as to the allocation of present financial resources among various types of assets including investments, savings, and insurance with a view towards better aligning the assets with the client's financial objectives.
- 4) Coordinating the implementation of the recommendations in cooperation with other specialists.
- 5) Provide periodic reviews and revisions to the client's plan.

Areas of financial planning in which WIN Wealth Management offers advice include, but are not limited to: tax planning, estate planning, financial position and cash flow, debt management, employee benefit, risk management and investment management. These services typically involve advice about non-securities matters.

Financial planning recommendations are not limited to products offered by any particular broker or insurance company. Implementation of financial planning recommendations is entirely at the client's discretion.

WIN Wealth Management may also provide consulting services based on the specific needs of the client.

Item 5 – Fees and Compensation

In certain circumstances, all fees, account minimums and their applications to family circumstances may be negotiable.

WIN Wealth Management has contracted with BAM Advisor Services, LLC. (BAM), for services including trade processing, collection of management fees, record maintenance, report preparation, marketing assistance and research. WIN Wealth Management pays a fee for BAM services based on management fees paid to WIN Wealth Management on accounts that use BAM. The fee paid by WIN Wealth Management to BAM consists of a portion of the fee paid by clients to WIN Wealth Management and varies based on the total client assets participating in BAM through WIN Wealth Management. These fees are not separately charged to advisory clients. WIN Wealth Management also retains BAM Advisor Services as the fixed income sub-advisor for client accounts. Please see Item 10 for additional information regarding BAM Advisor Services, LLC.

For Investment Management Accounts, WIN Wealth Management will request authority from the client to receive quarterly payments directly from the client's account held by an independent custodian. Clients may provide written limited authorization to WIN Wealth Management or its designated service provider, BAM, to withdraw fees from the account. WIN Wealth Management will send to the client an invoice showing the amount of the fee, the value of the client's assets on which the fee was based, and the specific manner in which the fee was calculated. Clients should verify the accuracy of the fee calculations in such invoices. Direct debiting of fees, as indicated here, may also apply to participant-directed employee benefit plan services.

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

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

WIN Wealth Management considers its fees competitive with those fees charged by other investment advisors and financial planners offering comparable services*; however, comparable services may be available from other sources for higher or lower fees than those charged by WIN Wealth Management.

WIN Wealth Management's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may

incur certain charges imposed by custodians, brokers, third party investments and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. WIN Wealth Management shall not receive any portion of these commissions, fees and costs.

Item 12 further describes the factors that WIN Wealth Management considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

Investment Management Services

The annual fee for investment management services will be charged as a percentage of assets under management, according to the schedule below:

Assets Under Management	Annual Fee
First \$1 million	1.25%
Next \$1 million	1.00%
Next \$3 million	0.80%
Next \$5 million	0.70%
Next \$10 million	0.50%
Amounts over \$20 million	0.30%

Employee Benefit Retirement Plan Services

The annual fee for plan services will be charged as a percentage of assets within the plan.

Assets Under Management	BAM's Annual Fee	WIN Wealth Management Annual Fee	Total Fee
On the first \$1,000,000	0.20%	0.70%	0.90%
On the next \$4,000,000	0.15%	0.45%	0.60%
On the next \$5,000,000	0.075%	0.25%	0.325%
On all amounts above \$10,000,000	0.05%	0.15%	0.20%

All accounts for members of the clients' family (husband, wife and dependent children) will be assessed fees based on the total balance of all accounts.

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

In general, WIN Wealth Management requires a minimum of \$1 million in manageable assets for new clients and a minimum annual fee of \$12,500 is required for this service; however, no client will be charged an annual fee in excess of 3% of managed assets*. If WIN Wealth Management accepted an account for \$500,000, for example, application of the minimum fee would result in a fee of 2.5% annually.

A minimum investment of \$500,000 is generally required for management services of portfolios of individual fixed income securities.

Employee Benefit Retirement Plan Services:

Fees are typically calculated in the same manner as described above for Investment Management Services. However, third party administration service providers may actually calculate the fee each quarter based on their records and remit such fee to WIN Wealth Management.

Financial Planning

Financial planning and consulting services are offered for hourly and fixed fees. Fixed fees range from \$500 to \$10,000, based on the nature and complexity of the client's financial situation and assets. An exact fee will be determined prior to the start of the service. Fees are billed quarterly, in arrears, or as agreed to with each client.

Hourly fees range from \$150 to \$400 per hour, based on the nature and complexity of the client's financial situation, types of work to be performed, and the investment advisor representative assigned to work with the client. An estimate of total fees will be presented to the client prior to the start of the service. Fees, based on actual hours, will be billed monthly, in arrears, or as agreed upon with each client.

Consulting Services clients are subject to a minimum hourly requirement of 2.5 hours per quarter at the Consultant's agreed upon hourly rate.

Item 6 – Performance-Based Fees and Side-By-Side Management

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

Item 7 – Types of Clients

WIN Wealth Management manages investment portfolios for individuals, qualified retirement plans, trusts and small businesses.

WIN Wealth Management requires a minimum annual fee of \$12,500 for Investment Management Services. A minimum account size of \$500,000 is required for fixed income portfolio management services. This account size and minimum fee may be negotiable under certain circumstances.

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

Methods of Analysis and Investment Strategy

WIN Wealth Management's services are based on long-term investment strategies incorporating the principles of Modern Portfolio Theory. WIN Wealth Management's

investment approach is firmly rooted in the belief that markets are "efficient" over periods of time and that investors' long-term returns are determined principally by asset allocation decisions, rather than market timing or stock picking. WIN Wealth Management recommends diversified portfolios, principally through the use of passively managed, asset class mutual funds. WIN Wealth Management selects or recommends to clients portfolios of securities, principally broadly-traded open-end mutual funds or conservative fixed income securities to implement this investment strategy.

Although all investments involve risk, WIN Wealth Management's investment advice seeks to limit risk through broad diversification among asset classes and, as appropriate for particular clients, the direct investment in conservative fixed income securities to represent the fixed income class. WIN Wealth Management's investment philosophy is designed for investors who desire a buy and hold strategy. Frequent trading of securities increases brokerage and other transaction costs that WIN Wealth Management's strategy seeks to minimize.

In the implementation of investment plans, WIN Wealth Management primarily uses mutual funds and, as appropriate, portfolios of conservative fixed income securities. WIN Wealth may also utilize Exchange Traded Funds (ETFs) to represent a market sector.

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

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

WIN Wealth Management receives supporting research from BAM Advisor Services and from other consultants, including economists affiliated with Dimensional Fund Advisors ("DFA"). WIN Wealth Management utilizes DFA mutual funds in client portfolios. DFA mutual funds follow a passive asset class investment philosophy with low holdings turnover. DFA provides historical market analysis, risk/return analysis and continuing education to WIN Wealth Management.

Analysis of a Client's Financial Situation

In the development of investment plans for clients, including the recommendation of an appropriate asset allocation, WIN Wealth Management relies on an analysis of the client's financial objectives, current and estimated future resources and tolerance for risk. To

derive a recommended asset allocation, WIN Wealth Management may use a Monte Carlo simulation, a standard statistical approach for dealing with uncertainty. As with any other methods used to make projections into the future, there are several risks associated with this method, which may result in the client not being able to achieve their financial goals. They include:

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

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear.

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

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

Among the riskiest mutual funds used in WIN Wealth Management's investment strategies funds are U.S. and International small capitalization and small capitalization value funds, emerging markets funds and commodity futures funds. Conservative fixed income securities have lower risk of loss of principal, but most bonds (with the exception of Treasury Inflation Protected Securities, or TIPS) present the risk of loss of purchasing power through lower expected return. This risk is greatest for longer-term bonds.

Certain funds utilized by WIN Wealth Management may contain international securities. Investing outside the United States involves additional risks, such as currency fluctuations,

periods of illiquidity and price volatility. These risks may be greater with investments in developing countries.

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

Item 9 – Disciplinary Information

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of WIN Wealth Management or the integrity of WIN Wealth Management's advisory business. WIN Wealth Management has never been involved in any business litigation, SEC proceeding or any other type of legal or regulatory action since the firm's inception, nor have any of its officers, principals, advisors, or other associates. In fact, none of its professionals have ever been involved in any similar action during their entire careers.

Item 10 – Other Financial Industry Activities and Affiliations

Affiliated Accounting Firm

The owners of WIN Wealth Management, Inc., J. Michael Winterscheidt and Mark Autterson, are also the owners of the accounting firm Winterscheidt & Autterson, LLP.

Winterscheidt & Autterson, LLP may recommend WIN Wealth Management to accounting clients in need of advisory services. WIN Wealth Management may recommend Winterscheidt & Autterson, LLP to advisory clients in need of accounting services. Accounting services provided by Winterscheidt & Autterson, LLP are separate and distinct from the advisory services of WIN Wealth Management, and are provided for separate and typical compensation. No WIN Wealth Management client is obligated to use Winterscheidt & Autterson, LLP for any accounting services.

BAM Advisor Services, LLC

As described above in Item 4, WIN Wealth Management may exercise discretionary authority provided by a client to select an independent third party investment manager for the management of portfolios of individual fixed income securities. WIN Wealth Management selects BAM Advisors Services, LLC for such fixed income management. WIN Wealth Management also contracts with BAM Advisor Services, LLC for back office services and assistance with portfolio modeling. WIN Wealth Management has a fiduciary duty to

select qualified and appropriate managers in the client's best interest, and believes that BAM Advisor Services, LLC effectively provides both the back office services that assist with its overall investment advisory practice and fixed income portfolio management services. The management of WIN Wealth Management continuously makes this assessment. While WIN Wealth Management has a contract with BAM Advisor Services, LLC governing a time period for back office services, WIN Wealth Management has no such fixed commitment to the selection of BAM Advisor Services, LLC for fixed income management services and may select another investment manager for clients upon reasonable notice to BAM Advisor Services, LLC.

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

WIN Wealth Management has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. WIN Wealth Management's Code of Ethics describes the firm's fiduciary duties and responsibilities to clients and sets forth WIN Wealth Management's practice of supervising the personal securities transactions of employees with access to client information. Individuals associated with WIN Wealth Management may buy or sell securities for their personal accounts identical or different than those recommended to clients. It is the expressed policy of WIN Wealth Management that no person employed by the firm shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on investment decisions of advisory clients.

To supervise compliance with its Code of Ethics, WIN Wealth Management requires that anyone associated with this advisory practice with access to advisory recommendations provide annual securities holding reports and quarterly transaction reports to the firm. WIN Wealth Management also requires such access persons to receive approval from the Chief Compliance Officer prior to investing in any IPO's or private placements (limited offerings).

WIN Wealth Management's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information and protecting the confidentiality of client information. WIN Wealth Management requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices. Any individual not in observance of the above may be subject to discipline.

Insurance Agent

Mark Auttersson, Principal of WIN Wealth Management, Inc. is a licensed insurance agent with the State of Colorado Division of Insurance. He is licensed to sell Accident, Life and Health insurance. Mr. Auttersson will be able to receive separate, yet customary commission compensation resulting from implementing product transactions on behalf of advisory clients. Clients, however, are not under any obligation to engage Mr. Auttersson when considering implementation of insurance recommendations. The implementation of any or all such recommendations is solely at the discretion of the client.

WIN Wealth Management will provide a complete copy of its Code of Ethics to any client, or prospective client, upon request.

Item 12 – Brokerage Practices

WIN Wealth Management arranges for the execution of all securities transactions with the assistance of BAM Advisor Services. Through BAM, WIN Wealth Management may participate in the Schwab Advisor Services (SAS) services program offered to independent investment advisors by Charles Schwab & Company, Inc., ("Schwab") and the Fidelity Institutional Wealth Services (FIWS) program, sponsored by Fidelity Brokerage Services, LLC ("Fidelity"). Schwab and Fidelity are unaffiliated SEC-registered broker dealers and FINRA member broker dealers.

The Schwab and Fidelity brokerage programs will generally be recommended to advisory clients for the execution of mutual fund and equity securities transactions. WIN Wealth Management regularly reviews these programs to ensure that its recommendations are consistent with its fiduciary duty. These trading platforms are essential to WIN Wealth Management's service arrangements and capabilities, and WIN Wealth Management may not accept clients who direct the use of other brokers. As part of these programs, WIN Wealth Management receives benefits that it would not receive if it did not offer investment advice (See the disclosure under Item 14 of this Brochure).

As WIN Wealth Management will not request the discretionary authority to determine the broker dealer to be used or the commission rates to be paid in these situations, clients must agree to direct WIN Wealth Management as to the broker-dealer to be used. In directing the use of a particular broker or dealer, it should be understood that WIN Wealth Management will not have authority to negotiate commissions among various brokers or obtain volume discounts, and best execution may not be achieved. Not all investment advisors require clients to direct the use of specific brokers.

WIN Wealth Management will not exercise authority to arrange client transactions in fixed income securities. Clients will provide this authority to a fixed income manager retained by WIN Wealth Management on a client's behalf by designating the portfolio manager with trading authority over client's brokerage account. Clients will be provided with the Disclosure Brochure (Form ADV Part 2) of portfolio manager.

Schwab and Fidelity do not generally charge clients a custody fee and are compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through the broker or that settle into the clients' accounts at the brokers. Trading client accounts through other brokers may result in fees (including mark-ups and mark-downs) being charged by the custodial broker and an additional broker. While WIN Wealth Management will not arrange transactions through other brokers, the authority of the fixed income portfolio manager includes the ability to trade client fixed income assets through other brokers.

WIN Wealth Management does not block affiliated trades with any client trades. WIN Wealth Management, Inc. also does not have any arrangements to compensate any broker dealer for client referrals.

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

WIN Wealth Management generally does not aggregate any client transactions in mutual funds or other securities. Client accounts are individually reviewed and managed, and transaction costs are not saved by aggregating orders in almost all circumstances in which WIN Wealth Management arranges transactions. BAM Advisor Services, LLC, in the management of fixed income portfolios, will aggregate certain transactions among client accounts that it manages, in which case a WIN Wealth Management client's orders may be aggregated with an order for another client of BAM Advisor Services, LLC who is not a WIN Wealth Management client. See BAM Advisor Services, LLC Form ADV Part 2.

Participant Directed Employee Benefit Plan Services:

WIN Wealth Management does not arrange for the execution of securities transactions for plans as a part of this service. Transactions are executed directly through employee plan participation and third party administration services.

Financial Planning and Consulting Services:

Clients will be required to select their own broker dealers and insurance companies for the implementation of financial planning recommendations. WIN Wealth Management may recommend any one of several brokers. WIN Wealth Management's clients must independently evaluate these brokers before opening an account. The factors considered by WIN Wealth Management when making a recommendation are the broker's ability to provide professional services, WIN Wealth Management's experience with the broker, the broker's reputation and the broker's financial strength, among other factors. WIN Wealth Management's financial planning and consulting clients may use any broker or dealer of their choice.

Item 13 – Review of Accounts

Reviews:

Investment Management Services

Account assets are supervised continuously and formally reviewed quarterly by an investment advisor representative of WIN Wealth Management. The review process contains each of the following elements:

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

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

- a) a specific client request;
- b) a change in client goals and objectives;
- c) an imbalance in a portfolio asset allocation; and
- d) market/economic conditions.

For fixed income portfolios, certain account review responsibilities are delegated to a third party investment manager as described above in Item 4.

Employee Benefit Retirement Plan Services:

Participant-directed plan assets are reviewed on a quarterly basis, and according to the standards and situations described above for investment management accounts.

Financial Planning and Consulting Services:

Accounts will be reviewed as established at the start of the advisory relationship.

Reports:**Investment Management Services**

Clients will receive quarterly performance reports, prepared by BAM and reviewed by WIN Wealth Management, that summarize the client's account and asset allocation. Clients will also receive monthly statements from their account custodian, which will outline the client's current positions, and current market value.

Employee Benefit Retirement Plan Services:

Plan sponsors are provided with annual performance reviews.

Financial Planning and Consulting Services:

Clients will receive reports as established at the beginning of the advisory relationship.

Item 14 – Client Referrals and Other Compensation

As indicated under the disclosure for Item 12, Schwab and Fidelity each respectively provide WIN Wealth Management with access to services which are not available to retail investors. These services generally are available to independent investment advisors on an unsolicited basis at no charge to them.

These services benefit WIN Wealth Management but may not benefit its clients' accounts. Many of the products and services assist WIN Wealth Management in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of WIN Wealth Management's fees from its clients' accounts, and assist with back-office

functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of WIN Wealth Management's accounts. Recommended brokers also make available to WIN Wealth Management other services intended to help WIN Wealth Management manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. WIN Wealth Management does not, however, enter into any commitments with the brokers for transaction levels in exchange for any services or products from brokers. While as a fiduciary, WIN Wealth Management endeavors to act in its clients' best interests, WIN Wealth Management's requirement that clients maintain their assets in accounts at Schwab or Fidelity may be based in part on the benefit to WIN Wealth Management of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the brokers, which may create a potential conflict of interest.

WIN Wealth Management also receives software from DFA, which WIN Wealth Management utilizes in forming asset allocation strategies and producing performance reports. DFA, through its contractual relationship with CEG Worldwide, provides WIN Wealth Management with discounted rates for CEG coaching in conjunction with BAM Advisor Services. DFA also provides continuing education for WIN Wealth Management personnel including participation at an annual DFA Conference. These services are designed to assist WIN Wealth Management plan and design its services for business growth.

Item 15 – Custody

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

WIN Wealth Management is considered to have custody of client funds and securities only to the extent that it may debit fees from client accounts.

Item 16 – Investment Discretion

WIN Wealth Management generally requests that it be provided with written authority to determine which securities and the amounts of securities that are bought or sold. Any limitations on this discretionary authority shall be included in the written advisory agreement. Clients may change/amend these limitations as required. Such amendments shall be submitted in writing.

For some clients, WIN Wealth Management's authority will require that the adviser receive consent from the client before placing each security transaction. WIN Wealth Management will contract with the client, and the contract will indicate whether WIN Wealth Management acts on a discretionary or nondiscretionary basis with respect to transactions directly managed by WIN Wealth Management on the client's behalf.

For fixed income portfolios, WIN Wealth Management requests in advisor contracts the discretion to retain a third party money manager for management of accounts generally exceeding \$500,000.

Item 17 – Voting Client Securities

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

Item 18 – Financial Information

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

WIN Wealth Management does not require or solicit, under any circumstances, the prepayment of more than \$1200 in fees six months or more in advance.