

Item 1 – Cover Page

Form ADV Part 2A

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www.YourWela.com**

February 2015

This brochure provides information about the qualifications and business practices of Wela Strategies, LLC. If you have any questions about the contents of this Brochure, please contact us at (404) 531-0018 and/or Holly@YourWealth.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 Wela Strategies, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Any references to Wela Strategies, LLC as a registered investment adviser or its related persons as registered advisory representatives does not imply a certain level of skill or training.

Item 2 – Material Changes

February 2015

Item 4 – Updated assets under management from December 31, 2013 of \$62,300,000 of discretionary assets under management to \$76,193,000 as of December 31, 2014 and \$7,700,000 of non-discretionary assets under advisement to \$8,401,000 as of December 31, 2014.

Item 4 - “Own Your Age” (“OYA”) model portfolios minimum reduced to \$25,000 from \$50,000. Three model portfolios offered for accounts less than \$25,000, however, there is \$10,000 minimum account size requirement.

Item 5 - Fees for portfolios over \$1,000,000 will be negotiable with the client when there is a direct relationship with Wela.

Item 7 – Added disclosure to state there is a minimum account size requirement of \$10,000 to participate in models outside the OYA portfolios.

Item 10 – Added disclosure describing YourWela, LLC and the relationship between Wela Strategies, LLC and YourWela, LLC.

Item 12 – Added disclosure under the heading

Research and Other Soft Dollar Benefits

Wela indirectly benefits from soft dollars received by its sister company, Capital Investment Advisors, LLC. Capital Investment Advisors, LLC has entered into a Soft Dollar Agreement with Schwab whereby Schwab agrees to pay for acceptable research and brokerage products and services up to a maximum value of \$25,000 annually. Capital Investment Advisors, LLC will accumulate soft dollar credits based on a ratio established by Schwab of equity, exchange traded funds, and transaction fee mutual fund commission dollars to soft dollars. Any standard account linked under Capital Investment Advisors, LLC at Schwab will be included in the soft dollar calculation. Certain nonstandard accounts, such as deceased accounts, separate managed accounts or other accounts where Capital Investment Advisors, LLC does not initiate the transactions, are excluded from the soft dollar calculation. The research and brokerage products and services obtained by Capital Investment Advisors, LLC is also utilized by Wela. It is considered a conflict of interest for Capital Investment Advisors, LLC to direct equity transactions to Schwab. The transactions conducted by Wela through Schwab do not count toward any soft dollar credits. Capital Investment Advisors, LLC attempts to mitigate the conflict of interest by enabling clients to select the broker/dealer and Capital Investment Advisors, LLC conducts a good faith determination that the amount of commissions paid to Schwab is reasonable relative to the brokerage and research services provided.

Capital Investment Advisors, LLC does not decide the executing broker/dealer for equity, exchange traded funds or transaction fee mutual funds. Such transactions are executed at the custodian selected by the client. Clients are free to select among any of the custodians with which Capital Investment Advisors, LLC has a relationship to enable Capital Investment Advisors, LLC to manage clients' accounts and can change the custodian or executing broker/dealer. The soft dollars are utilized by Capital Investment Advisors, LLC to purchase research that is utilized for all advisory clients

including clients receiving advisory services from WELA Strategies, LLC and whether or not clients maintain an account with Schwab. The receipt of soft dollars is a benefit to Capital Investment Advisors, LLC because Capital Investment Advisors, LLC does not have to directly pay for the research. Capital Investment Advisors, LLC has an incentive to recommend Schwab as a custodian and broker based on Capital Investment Advisors, LLC's interest in receiving the soft dollars used to pay for research, rather than our clients' interest in receiving most favorable execution. Capital Investment Advisors, LLC uses the soft dollars exclusively to pay for Ned Davis Research. Ned Davis Research is a vendor providing Capital Investment Advisors, LLC access to investment research on all types of securities. Ned Davis invoices Schwab directly. Schwab reviews the invoice and issues payment directly to Ned Davis.

September 2014

Item 4

- Included disclosure to clarify the \$7,700,000 of non-discretionary assets are assets under advisement where Wela acts as a model provider to overlay managers.
- Included the following disclosure under Indirect/Asset Management Relationship:
Wela also acts as a model provider to various investment management programs. Wela will provide its model allocations to the investment adviser or overlay manager and amend the Wela model portfolios as deemed appropriate by Wela. Wela's model portfolios are not based on the individual needs of any client. The model portfolios are constructed based on an objective and goal of the model portfolio. Wela does not engage directly in any transaction. Instead, Wela only provides its model portfolios to the overlay manager.

Item 5

- Added the fee of 0.40% for portfolios of \$10,000,000 and above under Direct Relationship Annual Fee.
- Added clarification that the fee schedule is applied based on the household billed account balance (assets in the account which are not billed on are not counted to determine the household asset size).
- Added the following disclosure for programs where Wela acts as a model portfolio adviser:
Where Wela acts as a model portfolio adviser to other investment advisers. Wela will be paid a fee by the Overlay Manager or the Investment Adviser of the program based on the assets invested based on Wela model portfolios. The Overlay Manager or the Investment Adviser of the program will determine Wela's fee and pay Wela its fee based on the agreement between Wela and the Overlay Manager or the Investment Adviser of the program. Wela's fee will not exceed 30 basis points.

Item 12

- Added Pershing Advisor Solutions as a custodian and added disclosure of the Mid Atlantic Trust Company arrangement.
- Added the following disclosure to explain the custodial relationship in programs where Wela services as a model portfolio adviser:
However, in programs where Wela serves as the model portfolio adviser, the option for the custodian is determined by the management platform and not Wela. Clients

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participating in the YourWela.com online program will establish accounts with Pershing Advisor Solutions. Pershing Advisor Solutions was selected for the online management services with yourwela.com.

Item 17 – Amended proxy voting disclosure to describe the engagement of the services of Broadridge’s ProxyEdge platform to vote and maintain records of all proxies.

At least annually, this section will discuss only specific material changes that are made to the Brochure and provide you with a summary of such changes. Additionally, reference to the date of the last annual update to this Brochure will be provided. The material changes discussed above are only those changes that have been made to this brochure since the firm’s last annual update of the brochure. The date of the last annual update of the brochure was February 16, 2015.

In the past, we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent brochures within 120 days of the close of our fiscal year, which is December 31st. We may further provide other ongoing disclosure information about material changes as necessary.

Additionally, we will further provide you with a new brochure as necessary based on change or new information, at any time, without charge.

Our brochure may be requested free of charge by contacting Holly Mallory at (404) 531-0018 and/or Holly@YourWealth.com. Additional information about Wela Strategies, LLC is also available via the SEC’s website www.adviser.sec.gov. The website also provides information about any persons affiliated with Wela Strategies, LLC who are registered, or are required to be registered, as investment adviser representatives of Wela Strategies, LLC.

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Item 4 - Advisory Business

Wela Strategies, LLC (hereinafter referred to as “Wela”) was created in 2008. All owners of Wela own less than 25%. The owners of Wela are as follows: Michael J. Reiner Revocable Trust (Michael Reiner, trustee) with 16.48% ownership; Wesley Moss, Mitchell Reiner, Matthew Reiner each with 15.38% ownership; Thomas Moore and Bryan Rea each with 6.59% ownership; Curt Klein with 5.49% of ownership, and Paul Scudellari with ownership of 2.20%.

Wela provides asset management services based on model portfolios Wela has designed. As of December 31, 2014, Wela has \$76,193,000 of discretionary assets under management and \$8,401,000 of non-discretionary assets under advisement where Wela acts as a model provider to overlay managers.

Wela’s management services are designed for portfolios with less than \$500,000.

A relationship with Wela is initiated in one of four ways:

➤ ***Direct Relationship.***

A meeting between you and a Wela Advisory Representative. The introduction to Wela may have come through another financial/investment adviser recommending you to Wela or through general marketing and advertising. We define this relationship as a “Direct” relationship. The first meeting is a fact finding meeting and a chance for you and Wela to determine whether Wela’s services may be suitable for you. Wela will ask you a series of fact finding questions and complete a data gathering form. The information gathered by Wela will assist Wela to recommend a model portfolio option that appears suitable to your financial situation. You will be asked probing questions about your financial history, goal, objectives and concerns. Additionally, you may be asked about your retirement goals, cash flow needs, standard of living, special needs such as education or elder care, etc.

Wela will meet directly with you and work with you to help identify your risk tolerance, return expectations, financial goals, investment objectives, risk profile, and investment time horizon. Based on Wela’s analysis of your situation, Wela will present a recommended model portfolio to you. Wela tailors the advisory services it offers to your individual needs based on Wela’s designed model portfolios.

➤ ***Indirect/Separately Managed Account Relationship.***

Your financial/investment adviser recommends you invest all or a portion of your funds in the Wela models. You continue to maintain your financial/investment adviser. In this type of relationship, Wela is the Asset “Manager.” It is your financial/investment adviser role to help determine a suitable Wela model or models for you, review your account with you, update your suitability information and provide ongoing monitoring of your account as compared to your financial situation and recommend any change to your selected model. It is our job as the Asset Manager to manage the funds as instructed by you and your financial/investment adviser. Wela will not have a direct relationship with you. However, you may contact Wela at any time. Wela may provide your

financial/investment adviser with a questionnaire to assist your financial/investment adviser to determine a Wela model portfolio most suitable based on your investment objectives, financial profile and risk tolerance. This is determined based on the platform that the model is offered on.

➤ ***Model Portfolio Provider***

Wela also acts as a model provider to various investment management programs. Wela will provide its model allocations to the investment adviser or overlay manager and amend the Wela model portfolios as deemed appropriate by Wela. Wela's model portfolios are not based on the individual needs of any client. The model portfolios are constructed based on an objective and goal of the model portfolio. Wela does not engage directly in any transaction. Instead, Wela only provides its model portfolios to the overlay manager. Wela does not directly engage in the transactions or execute any transactions in an individual client's account. Wela will not have a relationship with the client investing into a Wela model portfolio. However, a client may contact Wela with questions about the model portfolio.

Additionally, we offer our model portfolios to qualified retirement plans such as a 401K as an option for plan participants to select for a more actively managed option.

These relationships are typically offered through a distribution platform of some type.

Wela continues to seek new partnerships with broker/dealer platforms and other distribution channels to make its models available to professional financial advisers. Currently, Wela's models are offered through the following platforms:

- Envestnet platform - separately managed account program ("SMA") for Schwab and Fidelity.
- Placemark
- Prospera

➤ ***Practice Management Relationship***

Wela also has a focus on providing practice management solutions to other financial advisers who are looking for solutions to managing clients. There are situations where Wela is brought in to help a company transition a certain group of clients out of the previous firm to Wela. These clients are introduced to Wela and transitioned to Wela for asset management. Additionally, Wela may work as a solution for firms looking for succession plans to transition their clients to a firm that can service their clients appropriately.

Regardless of the type of relationship you have with Wela, you will have access to a Wela Advisory Representative at any time and may request a meeting at any time to discuss your portfolio or changes to your financial situation. If you have certain investment restrictions or limitations that do not fit into our model portfolios, Wela's services will not be suitable to you. Wela's services are designed around managing the models and applying a model portfolio to your assets. Therefore, your account will be managed the same as another client.

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Most of Wela's managed model portfolios are based on a mix of growth assets and income producing assets. The majority of Wela's models are referred to or described as "Own Your Age" ("OYA") model portfolios. All of these models are comprised completely of exchange traded funds (ETFs). Advice will be limited to the holdings in Wela's model portfolios.

Wela also operates three non-OYA models:

- Wela All Growth – does not include allocation to income strategies
- Wela Agg Yield – 100% income strategies and is more aggressive than a typical fixed income portfolio. Includes closed end funds in its allocation. These funds are not ETFs by the true definition, but are close investment opportunities. Many of these closed end funds use leverage and therefore may accentuate returns in both positive and negative market environments.
- Wela Tactical Prime – Sub-advised model that moves between almost full allocations to equity to almost full allocations to fixed income in an effort to mitigate downside risk and capture more upside returns.

Models are designed around owning your age in "income" investments. However, if you have a financial situation or risk tolerance that indicates an age based allocation is not suitable, Wela will suggest another model portfolio more suitable to your needs.

Wela has three models designed for accounts less than \$25,000 however, there is a minimum account size of \$10,000 (refer to disclosures in Item 7 below). Accounts \$25,000 or less will be invested in a limited number of exchange traded funds ("ETFs"). However, there is a minimum account size requirement of \$10,000 before the account will be invested. The three models attempt to conduct fewer transactions and strive to reduce the costs for smaller investable dollar figures. The models mirror Wela's model account allocations for accounts over \$25,000 for an 80/20, 50/50 and 20/80 mix of equity and fixed income.

Wela offers the following models for accounts over \$25,000:

- OYA 20 = 80/20 equity to fixed income mix
- OYA 30 = 70/30 equity to fixed income mix
- OYA 40 = 60/40 equity to fixed income mix
- OYA 50 = 50/50 equity to fixed income mix
- OYA 60 = 40/60 equity to fixed income mix
- OYA 70 = 30/70 equity to fixed income mix
- OYA 80 = 20/80 equity to fixed income mix
- All Growth Portfolio = 100% equity portfolio
- Aggressive Income Portfolio = comprised of a combination of ETFs and closed-end funds.
- Wela Tactical Prime – Portfolio that is shifted between equity and fixed income based on a number of economic factors.

Wela manages your portfolio on a discretionary basis. Therefore, Wela will make changes to the allocation and holdings as deemed appropriate by Wela. Wela will determine the securities to be purchased and sold in your account and will alter the securities holdings from time to time, without prior consultation with you.

You are advised transactions in the account, account reallocations and rebalancing may trigger a taxable event, with the exception of IRA accounts, 403(b) accounts and other qualified retirement accounts.

Wela will monitor the models and your account. If an asset allocation deviates by more than 20% in any direction (positively or negatively) Wela will reallocate the account back to the original allocation twice a year. Re-balancing and re-allocation will typically occur two times of year and typically will be around February 25 and August 25 of each year. Adjustments to the model accounts will be applied to client accounts without consideration to the taxable consequences to any client. The Wela Tactical Prime will be traded and adjusted based on the economic indicators and signals with no guarantee of investment success.

If you establish your account within 35 days of February 25 or August 25, your account will generally not be allocated to a model portfolio until February 25 or August 25, whichever date is closer. The purpose of waiting is in an effort to not cause you to incur additional transactions as a result of adjustments to the allocation of the model and to attempt to minimize the short term gain impact trading in a short period time could cause.

Portfolios will generally maintain 3-5% cash for withdrawals and payment of Wela's advisory fee. Deposits in amounts exceeding \$10,000 will be allocated in accordance with the model portfolio generally within 10 days. However, Wela may review the model and elect to wait for the re-balancing date of February 1 or August 1 for another date as Wela deems appropriate. Deposits of \$10,000 or less will remain in a cash position until the next allocation or rebalancing date. However, clients can contact their Advisory Representative and request immediate allocation of deposits of \$10,000 or less.

The investment recommendations and advice offered by Wela are not legal advice or accounting advice. You should coordinate and discuss the impact of financial advice with your attorney and/or accountant. You are advised that it is necessary to inform Wela promptly with respect to any changes in your financial situation and investment goals and objectives. Failure to notify Wela of any such changes could result in investment recommendations not meeting your needs.

Item 5 - Fees and Compensation

Fees are not negotiable. Fees are not based on a share of capital gains upon or capital appreciation of the funds or any portion of the funds.

Wela charges management fees in arrears at the end of each calendar quarter (i.e. March, June, September, and December), unless otherwise negotiated and agreed to with the client. Your management fee is calculated based on market value of your managed portfolio at the close of the last business day of each calendar quarter, unless otherwise negotiated and agreed to. Fees are generally rounded to the nearest dollar, unless otherwise agreed upon. In the event your account is established on a day other than the first day of a calendar quarter or closed on a day other than the last day of a calendar quarter, your fees will be prorated for the quarter. In the event the account is

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closed, you will be charged a prorated portion of advisory fee for the period up to the date of termination.

No fee adjustments will be issued for additional deposits to the account or partial withdrawals from the account occurring during a calendar quarter. No fee adjustments will be made for Account appreciation or depreciation.

Account Size	Direct Relationship Annual Fee	SMA Relationship Annual Fee*
\$0 to \$250,000	1.00%	0.50%
\$250,000 to \$500,000	0.90%	0.45%
\$500,000 to \$1,000,000	0.75%	0.40%
Above \$1,000,000	Negotiable	0.35%

***It is important to note the fee listed under SMA Relationship Annual Fee is Wela's fee. SMA Relationship Annual Fee applies only to Schwab and Fidelity SMA accounts. Other platform fee arrangements are below. Your financial/investment adviser may charge you a fee for advisory services. Wela does not participate in the fee charged to you by your financial/investment adviser.**

Wela aggregates or households all of your Wela managed accounts together to determine your quarterly fee to Wela. **The fee schedule is applied based on the household billed account balance (assets in the account which are not billed on are not counted to determine the household asset size).**

Wela uses the following calculation to determine the quarterly management fee:

$$\begin{aligned} &\text{Quarter end billed market value} \times \text{annual fee \%} \times \# \text{ days in quarter} / \# \text{ of days in year} \\ &= \text{quarterly fee rounded to the nearest dollar} \end{aligned}$$

Wela may change the above fee schedule upon 30-days prior written notice to you.

For Envestnet, fees will vary based on the models. All models, except for the Tactical Prime model are charged 0.25%. Tactical Prime charges 0.40%. Fees are collected by Envestnet from client accounts and sent directly to Wela. Wela establishes the allocations and the accounts are traded to the allocation by Envestnet. Fees are less since Wela is not engaged in facilitating the transactions. Envestnet may charge additional platform fees depending on the relationship. Clients should refer to the Envestnet Disclosure Brochure.

Where Wela acts as a model portfolio adviser to other investment advisers. Wela will be paid a fee by the Overlay Manager or the Investment Adviser of the program based on the assets invested based on Wela model portfolios. The Overlay Manager or the Investment Adviser of the program will determine Wela's fee and pay Wela its fee based on the agreement between Wela and the Overlay Manager or the Investment Adviser of the program. Wela's fee will not exceed 30 basis points.

In addition to the advisory fees above, you will pay transaction fees for securities transactions executed in your account in accordance with the custodian's transaction fee schedule. Additionally, you may pay fees for custodial services, third party adviser fees, administration fees, account maintenance fees, transaction fees, and other fees associated with maintaining the Account. Such fees are not charged by Wela and are charged by the product, broker/dealer or account custodian. Wela does not share in any portion of such fees. Additionally, you may pay your proportionate share of the fund's management and administrative fees and sales charges as well as the mutual fund adviser's fee of any mutual fund they purchase. Such advisory fees are not shared with Wela and are compensation to the fund-manager and respective service provider. You should read the mutual fund prospectus prior to investing.

Advisory fees will generally be collected directly from your account, provided you have given Wela written authorization. You will be provided with an account statement from the custodian reflecting the deduction of the advisory fee. If the Account does not contain sufficient funds to pay advisory fees, Wela has limited authority to sell or redeem securities in sufficient amounts to pay advisory fees. You may reimburse the account for advisory fees paid to Wela, except for ERISA and IRA accounts.

Termination Provisions

You may terminate investment advisory services obtained from Wela, without penalty, upon written notice within five (5) business days after entering into the advisory agreement with Wela. You will be responsible for any fees and charges incurred from third parties as a result of maintaining the Account such as transaction fees for any securities transactions executed and Account maintenance or custodial fees. Thereafter, you may terminate investment advisory services upon delivery of your written notice to terminate to Wela. Should you terminate investment advisory services during a calendar quarter, you will be charged a pro-rated advisory fee up to the date of termination.

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

This section is not applicable to Wela since Wela does not charge performance based fees.

Item 7 - Types of Clients

Wela's services are geared toward individuals who are considered not high net worth (i.e. clients with a net worth less than \$2,000,000). As stated above, Wela's services are designed for managed portfolios of less than \$500,000, but may be suitable for higher-value accounts.

As stated above under Item 4, there is a minimum account size of at least \$25,000 to participate in "Own Your Age" ("OYA") model portfolios. Wela offers three other model account options for accounts of less than \$25,000; however, there is a minimum account size of \$10,000.

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

Wela's management strategy involves allocating clients' portfolios into "growth" and "income" investments. The amount of the portfolio committed to each investment class is determined based on the model invested within. The model chosen should take in to account age, risk tolerance, return expectations, etc.

As stated above, Wela's managed portfolios are comprised of exchange traded funds (ETFs), with the exception of one model portfolio. The risks with ETFs are availability of a market, prices are in constant fluctuation since the shares are purchased on an auctionable market and as compared to other securities, ETFs are relatively new. Therefore, historical information is limited.

Wela uses fundamental analysis to analyze securities. Fundamental analysis generally involves assessing a company's or security's value based on factors such as sales, assets, markets, management, products and services, earnings, and financial structure. Wela uses both proprietary and third party research to evaluate securities and develop an asset allocation.

Security Type Risks:

ETFs trade on an auctionable market. Therefore, there is more price fluctuation with ETFs than with mutual funds since ETFs trade throughout the day, whereas mutual funds are priced once a day. Also, since most ETFs only mirror a market index, such as the S&P 500, they won't outperform the index.

The Wela Agg Yield model uses closed end funds in addition to ETFs in its portfolio. Many of these closed end funds use leverage and therefore may accentuate returns in both positive and negative market environments.

Pricing may be different across different custodians as they might secure different prices for the securities. Wela might employ methods such as Volume Weighted Average Pricing (VWAP), limit orders, or direct market maker transactions to attempt to secure the best and equal price for Wela clients.

Wela does not represent, warrantee or imply that the services or methods of analysis used by Wela can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to major market corrections or crashes. Past performance is no indication of future performance. No guarantees can be offered that your goals or objectives will be achieved. Further, no promises or assumptions can be made that the advisory services offered by Wela will provide a better return than other investment strategies.

You are advised investing in securities involves risk of loss, including the potential loss of principal. Therefore, your participation in any of the management programs offered by Wela will require you to be prepared to bear the risk of loss and fluctuating performance.

Item 9 - Disciplinary Information

There is no reportable disciplinary information required for Wela or its management persons that is material to your evaluation of Wela, its business or its management persons.

Item 10 - Other Financial Industry Activities and Affiliations

The principal owners and members of Wela are registered under another investment adviser, Capital Investment Advisors, LLC, an investment adviser registered with the Securities and Exchange Commission. Additionally, the principal owners and members of Wela may also be owners of Capital Investment Advisors, LLC. Capital Investment Advisors, LLC offers asset management services that involve a higher level of customized management services that are specifically designed around the individual needs of the client. Additionally, clients will receive more one on one advisory service. The fees for asset management and advisory services offered through Capital Investment Advisors, LLC will be higher than the fees for management services through Adviser. Capital Investment Advisors, LLC and Wela are under common ownership.

Wela will utilize the investment committee formed under Capital Investment Advisors, LLC. Additionally, Capital Investment Advisors, LLC will provide administrative services, operational services and compliance oversight over and to Wela. As a result, Wela will pay Capital Investment Advisors, LLC for its services.

Capital Administration, LLC (formerly Capital Benefits Administration, Inc.) a Third Party Administrator firm owned by Michael J. Reiner trustee of the Michael J. Reiner Revocable Trust. You may use this service and, if so, you may pay a fee for the services. You are under no obligation to utilize the services of Capital Administration, LLC.

Roswell Holdings, LLC, Roswell Holdings Mortgage, LLC, and Roswell Commercial Mortgage, LLC (together referred to as "Roswell Holdings"), Georgia limited liability companies, partially owned by Michael J. Reiner trustee of the Michael J. Reiner Revocable Trust. Since November 1, 2002 Roswell Holdings has been in the business of making loans secured by real estate. Roswell Holdings obtains funding for specific loans by borrowing the principal amount from one or more lenders ("Sub-Lenders"), secured by a collateral assignment of the mortgage (the "Funding Loans"). Roswell Holdings receives compensation in connection with these loans in the form of origination fees, servicing fees and, in some cases, the differential between the interest in the underlying mortgage loan and the interest it pays to Sub-Lenders. Prior to accepting funds from a prospective Sub-Lender, Roswell Holdings discloses to the prospective Sub-Lender the terms of the mortgage loan and the Sub-Loan, information about the borrower, and other information material to the decision. The Funding Loans may be deemed to be securities under federal and state securities laws. As a result, Roswell Holdings takes steps to assure that its issuance of promissory notes to the Sub-Lenders satisfies the requirements for an exempt transaction under Rule 506 of SEC Regulation D, and corresponding state exemptions from securities registration requirements.

Roswell Holdings is no longer offering new loans or soliciting new business since 2009. The goal is to eventually dissolve and close out Roswell Holdings.

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Capital Accounting & Tax, LLC is a sister company to Capital Investment Advisors, LLC owned by Michael Reiner, Wes Moss, Matt Reiner. It offers accounting and tax services. The accounting business is not a principal business. You are under no obligation to participate in accounting services.

Wela Strategies, LLC owns YourWela, LLC. YourWela, LLC is a technology platform that provides educational tools, calculators, aggregation capabilities, and access to Wela Strategies, LLC. YourWela, LLC does not provide investment advice or provide investment advisory services. Any reference on the web site related to advisory services or investing refers to the services provided by Wela Strategies, LLC. Utilization of the tools on the YourWela website does not constitute an investment advisory relationship.

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

Wela and its associated persons may buy or sell securities identical to those securities recommended to you. Therefore, Wela and/or its associated persons may have an interest or position in certain securities that are also recommended and bought or sold to you. Wela and its associated persons will not put their interests before your interest. Wela and its associated persons may not trade ahead of you or trade in such a way to obtain a better price for themselves than for you or other clients. Transactions conducted for Wela, its principals, its pension and profit sharing plan, its employees and immediate family members are conducted in a way to ensure they do not obtain a better price that was obtained for a client.

Wela is required to maintain a list of all securities holdings for its associated persons and has developed procedures to supervise the trading activities of associated persons who have knowledge of your transactions and their related family accounts at least quarterly. Further, associated persons are prohibited from trading on non-public information or sharing such information.

You have the right to decline any investment recommendation. Wela and its associated persons are required to conduct their securities and investment advisory business in accordance with all applicable Federal and State securities regulations.

Code Of Ethics

Wela has a fiduciary duty to you to act in your best interest and always place your interests first and foremost. Wela takes seriously its compliance and regulatory obligations and requires all staff to comply with such rules and regulations as well as Wela's policies and procedures. Further, Wela strives to handle your non-public information in such a way to protect information from falling into hands that have no business reason to know such information and provides you with Wela's Privacy Policy. As such, Wela maintains a code of ethics for its Advisory Representatives, supervised persons and staff. The Code of Ethics contains provisions for standards of business conduct in order to comply with federal securities laws, personal securities reporting requirements, pre-approval procedures for certain transactions, code violations reporting requirements, and safeguarding of material non-public information about your transactions. Further, Wela's Code of Ethics establishes

Wela's expectation for business conduct. A copy of our Code of Ethics will be provided to you upon request.

Item 12 - Brokerage Practices

Wela has entered into relationships with various account custodians for the purpose of offering clients a custodian to maintain their account and for Wela to manage the client's account. Additionally, in arrangements where Wela services as a model provider to an asset management program, the program will determine the custodian. Wela has arrangements for custodial and execution services with the following Custodians:

- Schwab Advisor Services (formerly Schwab Institutional) ("Schwab")
- National Financial Services, LLC and Fidelity Brokerage Services, LLC (together referred to as "Fidelity") to participate in the Fidelity Institutional Wealth Services ("FIWS") platform,
- TD Ameritrade Institutional.
- Pershing Advisor Solutions ("Pershing"), a affiliate of Pershing, LLC
- Mid Atlantic Trust Company (MATC) – Wela services as a model provider to MATC to offer portfolio management options to qualified plans.

The above listed Custodians provide custody, execution, and clearance and settlement services for stocks, bonds, mutual funds, and other securities held at the Custodians. Wela is independently owned and operated and not affiliated with any of the above listed Custodians.

You are under no obligation to utilize the services of Custodians. While Wela recommends you use Custodians as custodian/broker, you will decide whether to do so and will open your account with one or more of the Custodians by entering into an account agreement directly with the selected custodian. However, in programs where Wela serves as the model provider, the option for the custodian is determined by the management platform and not Wela. Clients participating in the YourWela.com online program will establish accounts with Pershing Advisor Solutions. Pershing Advisor Solutions was selected for the online management services with yourwela.com. We do not open the account for you, although we may assist you in doing so. You are advised you may maintain accounts at another broker/dealer. However, in order for Wela to effectively provide its management services to you, the broker/dealer you select must provide Wela access to its trading platform and provide duplicate statements and confirmations. Further, you are advised if you select another broker/dealer, Wela may not be able to achieve the most favorable execution of your transactions. Trading costs and account maintenance may be higher than what is available through the Custodians.

Qualified plans offering the Wela models as an investment option will be maintained at a custodian selected by the qualified plan.

How We Select Brokers/Custodians

In initially selecting the Custodians which with Wela have a direct relationship for execution services, Wela seeks to recommend a custodian/broker who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below (see “Products and Services Available to Us from Schwab, Fidelity, TD Ameritrade, and Pershing.”)

Your Brokerage and Custody Costs

For our clients’ accounts that Schwab, Fidelity, TD Ameritrade, and Pershing maintain, Schwab, Fidelity, TD Ameritrade, and Pershing generally do not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that they execute or settle into your account. This commitment benefits you because the overall commission rates you pay are lower than they would be otherwise. In addition to commissions, Schwab, Fidelity, TD Ameritrade, and Pershing charge you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab, Fidelity, TD Ameritrade, and Pershing execute most trades for your account. We have determined that having Schwab, Fidelity, TD Ameritrade, and Pershing execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “How We Select Brokers/Custodians”).

Products and Services Available to Wela from Schwab, Fidelity, TD Ameritrade, and Pershing

Schwab, Fidelity, TD Ameritrade, and Pershing provide Wela and our clients with access to its institutional brokerage trading, custody, reporting, and related services many of which are not typically available to retail customers. Schwab, Fidelity, TD Ameritrade, and Pershing also make available various support services. Some of those services help us manage or administer our clients’ accounts; while others help us manage and grow our business.

Following is a more detailed description of support services:

Services That Benefit You. Schwab’s, Fidelity’s, TD Ameritrade’s, and Pershing’s services include access to a broad range of investment products, execution of securities transactions,

and custody of client assets. The investment products available through Schwab, Fidelity, TD Ameritrade, and Pershing include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's, Fidelity's, TD Ameritrade's, and Pershing's services described in this paragraph generally benefit you and your account.

Services That May Not Directly Benefit You. Schwab, Fidelity, TD Ameritrade, and Pershing also makes available to Wela other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, either Schwab's, Fidelity's, TD Ameritrade's, or Pershing's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab, Fidelity, TD Ameritrade, or Pershing. In addition to investment research, Schwab, Fidelity, TD Ameritrade, and Pershing also makes available software and other technology that:

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

Services That Generally Benefit Only Us. Schwab, Fidelity, TD Ameritrade, and Pershing also offer other services intended to help us manage and further develop our business enterprise. These services include:

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

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

There is an incentive for Wela and the Advisory Representatives to recommend a broker/dealer over another based on the products and services that will be received rather than your best interest.

Schwab – Additional Information

Schwab's support services generally are available on an unsolicited basis (we don't have to request them) and at no charge to us as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. If our clients collectively have less than \$10 million in assets at Schwab, Schwab may charge us quarterly service fees of \$1,200. Beyond that, these services are

not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give us an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. Wela and its affiliated company (Capital Investment Advisors, LLC) have more than \$500 million of its clients' assets custodied at Schwab. Consequently, we do not believe we have an incentive to direct clients to maintain assets at a particular custodian. We believe that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "*How We Select Brokers/Custodians*") and not Schwab's services that benefit only us. We have over \$10 million in client assets under management, and we do not believe that recommending our clients to collectively maintain at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

From time-to-time Wela may make an error in submitting a trade order on your behalf. When this occurs, Wela may place a correcting trade with the broker-dealer which has custody of your account. If an investment gain results from the correcting trade, the gain will remain in your account unless the same error involved other client account(s) that should have received the gain, it is not permissible for you to retain the gain, or we confer with you and you decide to forego the gain (e.g., due to tax reasons). If the gain does not remain in your account and Charles Schwab & Co. Inc. ("Schwab") is the custodian, Schwab will donate the amount of any gain \$100 and over to charity. If a loss occurs greater than \$100, Wela will pay for the loss. Schwab will maintain the loss or gain (if such gain is not retained in your account) if it is under \$100 to minimize and offset its administrative time and expense. Generally, if related trade errors result in both gains and losses in your account, they may be netted.

Research and Other Soft Dollar Benefits

Wela indirectly benefits from soft dollars received by its sister company, Capital Investment Advisors, LLC. Capital Investment Advisors, LLC has entered into a Soft Dollar Agreement with Schwab whereby Schwab agrees to pay for acceptable research and brokerage products and services up to a maximum value of \$25,000 annually. Capital Investment Advisors, LLC will accumulate soft dollar credits based on a ratio established by Schwab of equity, exchange traded funds, and transaction fee mutual fund commission dollars to soft dollars. Any standard account linked under Capital Investment Advisors, LLC at Schwab will be included in the soft dollar calculation. Certain nonstandard accounts, such as deceased accounts, separate managed accounts or other accounts where Capital Investment Advisors, LLC does not initiate the transactions, are excluded from the soft dollar calculation. The research and brokerage products and services obtained by Capital Investment Advisors, LLC is also utilized by Wela. It is considered a conflict of interest for Capital Investment Advisors, LLC to direct equity transactions to Schwab. The transactions conducted by Wela through Schwab do not count toward any soft dollar credits. Capital Investment Advisors, LLC attempts to mitigate the conflict of interest by enabling clients to select the broker/dealer and Capital Investment Advisors, LLC conducts a good faith determination that the amount of commissions paid to Schwab is reasonable relative to the brokerage and research services provided.

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Capital Investment Advisors, LLC does not decide the executing broker/dealer for equity, exchange traded funds or transaction fee mutual funds. Such transactions are executed at the custodian selected by the client. Clients are free to select among any of the custodians with which Capital Investment Advisors, LLC has a relationship to enable Capital Investment Advisors, LLC to manage clients' accounts and can change the custodian or executing broker/dealer. The soft dollars are utilized by Capital Investment Advisors, LLC to purchase research that is utilized for all advisory clients including clients receiving advisory services from WELA Strategies, LLC and whether or not clients maintain an account with Schwab. The receipt of soft dollars is a benefit to Capital Investment Advisors, LLC because Capital Investment Advisors, LLC does not have to directly pay for the research. Capital Investment Advisors, LLC has an incentive to recommend Schwab as a custodian and broker based on Capital Investment Advisors, LLC's interest in receiving the soft dollars used to pay for research, rather than our clients' interest in receiving most favorable execution. Capital Investment Advisors, LLC uses the soft dollars exclusively to pay for Ned Davis Research. Ned Davis Research is a vendor providing Capital Investment Advisors, LLC access to investment research on all types of securities. Ned Davis invoices Schwab directly. Schwab reviews the invoice and issues payment directly to Ned Davis.

Additionally, Schwab has agreed to provide Capital Investment Advisors, LLC with a client benefit that is not dependent on the amount of business directed through Schwab. Schwab will assist Capital Investment Advisors, LLC with the cost of programs and systems used for research and reporting by providing for discounts to the programs through the vendors. These system are utilized by Wela.

Additional disclosure about support services is disclosed under Item 14.

Aggregated Trading

Wela may aggregate ("block") transactions in the same security on behalf of more than one client in an effort to strive for best execution and to possibly reduce the price per share and/or other costs to clients. However, aggregated or blocked orders will not reduce the transaction costs to participating clients. Wela conducts aggregated transactions in a manner designed to ensure that no participating client is favored over another client. Participating clients will obtain the average share price per share for the security executed that day. To the extent the aggregated order is not filled in its entirety and when possible, securities purchased or sold in an aggregated transaction will be allocated pro-rata to the participating client accounts in proportion to the size of the orders placed for each account. Under certain circumstances, the amount of securities maybe increased or decreased to avoid holding odd-lot or a small number of shares for particular clients. Typically, blocked trading is conducted when Wela is implementing an investment decision to buy or sell a security across all or multiple accounts.

Item 13 - Review of Accounts

Wela is continuously reviewing the holdings in the model portfolios. Wela will determine if any adjustments are warranted given Wela's evaluation of the market. Wela utilizes the Capital Investment Advisors' investment committee that meets on a bi-weekly basis for investment research. The investment committee is reviewing and evaluating securities holdings in model portfolios and market events. On a monthly basis Wela screens and updates information on managed portfolio holdings. Wela will monitor for changes or shifts in the economy, performance of the holding, changes that are or may impact the securities in which you are invested, and market shifts and corrections.

If you are working directly with a Wela Advisory Representative, you will be invited to participate in at least an annual review. You may request more frequent reviews and may set thresholds for triggering events that would cause a review to take place. You are advised that you must notify Wela promptly of any changes to your financial goals, objectives or financial situation as such changes may require a review of your portfolio allocation and make recommendations for changes.

If you have been referred to Wela by another investment adviser, it is recommended you meet with your investment adviser at least annually. Unless you specifically request a meeting with Wela, Wela will not conduct annual reviews of your managed account(s). You are advised that you must notify your investment adviser promptly of any changes to your financial goals, objectives or financial situation. Such changes may require revisions to the model portfolio most suitable to your situation..

You will be provided statements at least quarterly direct from the account custodian. Additionally, you will receive confirmations of all transactions occurring direct from the account custodian.

Item 14 - Client Referrals and Other Compensation

Wela may enter into arrangements with other investment advisers ("Soliciting IA") to offer its management services to clients of the investment adviser. Soliciting IA will refer its clients who may be a candidate for Wela's management services to Wela. In return, Wela will agree to share a portion of its management fee with the Soliciting IA if the client engages Wela. Compensation to the Soliciting IA is dependent on the client entering into an agreement with Wela for management services. Compensation to the Soliciting IA will be an agreed upon percentage of Wela's advisory fee. Wela's referral program is in compliance with the federal regulations as set out in 17 CFR Section 275.206(4)-3. The solicitation/referral fee is paid pursuant to a written agreement retained by both the investment adviser and the Soliciting IA. The Soliciting IA will be required to provide the client with a copy of Wela's Disclosure Brochure and a Solicitor Disclosure brochure prior to or at the time of entering into any investment advisory contract with Wela. The Soliciting IA is not permitted to offer clients any investment advice on behalf of Wela. A referred client's advisory fee will not be increased as a result of compensation being shared with Solicitor.

Wela has engaged W. Capital Advisors for sub-advisory services for the Wela Tactical Prime Model. Wela is utilizing W. Capital Advisors' investment research, allocations and signals. Compensation

to W. Capital Advisors for advice is a 60 (Weal)/40 (W. Capital Advisors) split of the advisory fees a client pays for participation in the Wela Tactical Prime Model.

Wela receives an economic benefit from Schwab, Fidelity, TD Ameritrade, and Pershing in the form of the support products and services they make available to us and other independent investment advisors whose clients maintain their accounts at Schwab, Fidelity, TD Ameritrade, and Pershing. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12 – *Brokerage Practices*). The availability to us of Schwab's, Fidelity's, TD Ameritrade's, and Pershing's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Your Advisory Representative has an interest in the fee charged to you since Wela will pay a portion of the advisory fee to your Advisory Representative.

Item 15 - Custody

With the exception of deduction of Wela's advisory fees from your accounts, Wela does not take custody of your funds or securities.

Item 16 - Investment Discretion

You may grant Wela authorization to manage your account on a discretionary basis. You will grant such authority to Wela by execution of the advisory agreement. You may terminate discretionary authorization at any time upon receipt of written notice by Wela.

Additionally, you are advised that:

- 1) You may set trading restrictions or limitations;
- 2) Your written consent is required to establish any account;
- 3) With the exception of deduction of Wela's advisory fees from the account, if you have authorized automatic deductions, Wela will not have the ability to withdraw your funds or securities from the account.

Item 17 - Voting Client Securities

Wela has engaged the services of Broadridge's ProxyEdge platform to vote and maintain records of all proxies. The Broadridge open architecture platform allows Wela to choose from several different proxy advisory firms to make recommendations on how our firm should vote the proxies. Wela has selected Egan-Jones as the current advisor, who considers the reputation, experience, and competence of a company's management and board of directors when it evaluates an issuer.

Egan-Jones has provided Wela with the Proxy Voting Principals and Guidelines which is available to clients upon request to Wela. The Proxy Voting Principals and Guidelines outline Egan-Jones guidelines for determining how to vote on various matters. Egan-Jones proxy voting services includes voting on matters involving tender offers, mergers and acquisitions, common stock

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authorization, stock distributions (splits and dividends), and debt restructuring. In addition, Wela has contracted with Broadridge as a provider to file Class Actions “Proof of Claim” forms.

In general, the Egan-Jones proxy voting principals and guidelines include:

- Directors should be accountable to shareholders, and management should be accountable to directors.
- Information on the company supplied to shareholders should be transparent.
- Shareholders should be treated fairly and equitably according to the principle of one share, one vote.
- Egan-Jones Proxy Voting Principals will be influenced by current and forthcoming legislation, rules and regulations, and stock exchange rules.

Should you have specific guidelines for voting your proxies that are different from what is stated above, you are requested to provide your preferences in writing.

As a general rule, Wela votes with management recommendations unless Wela feels that the management does not reflect the views of Wela. If the board implements a recommendation that Wela does not feel is in your best interest, the investment committee will discuss the board’s actions and determine whether that holding should be removed from your portfolio

You may view a list of proxies voted, the date Wela voted the proxy, and how Wela voted the proxy at any time upon request. Furthermore, if you would like a copy of our proxy voting procedures, please contact the person on the cover page of this Disclosure Brochure.

Item 18 - Financial Information

Wela will not require you to prepay any fee in advance of receiving the service.

Item 19 - Requirements for State Registered Advisers

This section is not applicable to Wela. Wela is not state registered. Wela is registered with the Securities and Exchange Commission.