

**Item 1: Cover Sheet**

**INFORMATIONAL BROCHURE**  
**LWS WEALTH ADVISORS, INC.**  
**LWS WEALTH ADVISORS OF COLORADO, INC.**  
**D/B/A**



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**This brochure provides information about the qualifications and business practices of LWS Wealth Advisors, Inc. and LWS Wealth Advisors of Colorado, Inc., d/b/a LWS Wealth Advisors (“LWS” or the “Firm”). If you have any questions about the contents of this brochure, please contact us at (908) 630-9237. 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. LWS is a registered investment adviser. Registration does not imply any certain level of skill or training.**

**Additional information about LWS is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **Item 2. Material Changes**

In this Item, LWS is required to discuss any material changes which have been made to the brochure since the Firm's last annual updating amendment. There are no material changes to report.

### Item 3. Table of Contents

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#### Item 4. Advisory Business

Formed in February 2012, LWS Wealth Advisors, Inc. has been in business as a registered investment adviser since April 2012 and is principally owned by Lance A. Lipset. LWS Wealth Advisors of Colorado, Inc. was formed in June 2013 and is affiliated with LWS Wealth Advisors, Inc. through its principal Lance Lipset. Both entities do business as LWS Wealth Advisors (“LWS”).

LWS offers clients a variety of investment advisory services, which includes financial planning, consulting and portfolio management. Prior to the rendering of the foregoing advisory services, clients will be required to enter into a written agreement with LWS setting forth the relevant terms and conditions of the advisory relationship (the “*Agreement*”). As of December 31, 2014, the Firm had approximately \$136,505,244 in assets under management, roughly \$85,983,886 of which was managed on a discretionary basis and \$50,611,358 on a non-discretionary basis.

While this brochure generally describes the business of LWS, certain sections also discuss the activities of its *Supervised Persons*, which refer to the Firm’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on LWS’ behalf and is subject to the Firm’s supervision or control.

#### Financial Planning and Consulting Services

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As part of the LWS’ financial planning and consulting services, the Firm may be engaged to perform the following functions:

Business Planning	Asset Allocation Strategy
Cash Flow Forecasting	Insurance Needs Analysis
Asset Allocation	Retirement Plan Analysis
Retirement Planning	Wealth Transfer
Education Funding	Charitable Giving
Estate Planning	Risk Management
Financial Reporting	Distribution Planning

While these services are typically provided as part of a comprehensive wealth management engagement, the Firm may also provide them as part of a separate, stand-alone arrangement. In performing these services, LWS is not required to verify any information received from the client or from the client’s other professionals (e.g., attorneys, accountants, etc.) and is expressly authorized to rely on such information. LWS may recommend the services of itself and/or other professionals to implement its recommendations.

Clients are advised that a conflict of interest exists if LWS recommends its own services. Clients are under no obligation to act upon any of the recommendations made by LWS under a financial planning or

consulting engagement or to engage the services of any such recommended professional, including LWS itself. Clients retain absolute discretion over all such implementation decisions. Clients are advised that it remains their responsibility to promptly notify LWS if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising LWS previous recommendations and/or services.

### **Wealth Management Services**

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LWS manages client investment portfolios on a discretionary or non-discretionary basis by primarily allocating assets among various mutual funds, exchange-traded funds (“ETFs”) and, to a lesser extent, individual stocks and bonds, alternative investments and other independent investment managers (“*Independent Managers*”).

Clients may also engage LWS to advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts, and assets held in employer sponsored retirement plans and qualified tuition plans (e.g., 529 plans). In these situations, LWS directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product’s provider.

LWS tailors its advisory services to accommodate the needs of its individual clients and continuously seeks to ensure that its clients’ portfolios are managed in a manner consistent with their specific investment profiles. LWS consults with clients on an initial and ongoing basis to determine their specific risk tolerance, time horizon, liquidity constraints and other factors relevant to the management of their portfolios. Clients are advised to promptly notify LWS if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management of their accounts if LWS determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm’s management efforts.

These management services are provided through the LWS Program (the “Program”), a wrap fee program (i.e., where LWS covers securities brokerage charges and transaction fees). Additional information about the Program is available in LWS’s Wrap Brochure, which appears as Part 2A Appendix 1 of the Firm’s Form ADV (the “Wrap Brochure”).

### **Use of Independent Managers**

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As mentioned above, LWS may select or recommend certain *Independent Managers* to actively manage a portion of its clients’ assets. The specific terms and conditions under which a client engages an *Independent Manager* are set forth in a separate written agreement between the designated *Independent Manager* and either LWS or the client. In addition to this brochure, clients also receive the written disclosure documents of the designated *Independent Managers* engaged to manage their assets. LWS does not receive compensation from any such *Independent Managers*.

LWS evaluates various information about the *Independent Managers* in which it recommends or selects to manage client portfolios. The Firm generally reviews a variety of different resources, which may

include the *Independent Managers'* public disclosure documents, materials supplied by the *Independent Managers* themselves, and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the *Independent Managers'* investment strategies, past performance and risk results in relation to its clients' individual portfolio allocations and risk exposures. LWS also takes into consideration each *Independent Manager's* management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other related factors.

LWS continues to provide services relative to the discretionary or non-discretionary selection of the *Independent Managers*. On an ongoing basis, the Firm monitors the performance of those accounts being managed by *Independent Managers* by reviewing the account statements and trade confirmations produced by the *Financial Institutions* (as defined below), as well as other performance information furnished by the *Independent Managers* and/or other third-party providers. LWS seeks to ensure the *Independent Managers'* strategies and target allocations remain aligned with its clients' overall portfolio exposures and investment objectives.

## **Item 5. Fees and Compensation**

LWS offers its services on a fee basis, which may include hourly and/or fixed fees, as well as fees based upon assets under management.

Additionally, certain of LWS' *Supervised Persons*, in their individual capacities, are registered representatives with Purshe Kaplan Sterling Investments, Inc. ("*PKSI*"), an SEC registered broker-dealer and member of FINRA/SIPC. As registered representatives of *PKSI*, these registered representatives may offer securities brokerage services under a separate commission-based arrangement. LWS receives no portion of any commissions or other fees paid to *PKSI* in connection with these brokerage services.

### **Financial Planning and Consulting Fees**

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LWS generally charges a negotiable hourly and/or fixed fee to provide clients with stand-alone financial planning or consulting services. These fees are largely determined by the scope and complexity of the agreed upon services and the investment professional engaged to provide them. The Firm's fixed fees will range between \$2,500 and \$5,000 per engagement, but may run higher for intricate or more comprehensive projects. The hourly rate for the services of the Firm's Principal or another investment adviser representative is \$350 per hour.

The specific terms and fee structure are negotiated in advance and set forth in the *Agreement* with LWS. Generally, LWS will require one-half of the financial planning or consulting fee payable upon execution of the *Agreement* and the balance due at the time the financial plan is delivered or the underlying services are rendered to completion. Depending on the arrangement, if the client engages LWS for additional investment advisory services, LWS may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services.

### **Wealth Management Fees**

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LWS provides wealth management services, including the selection of independent managers, for an annual wrap fee based upon the amount of assets under LWS' management. A complete description of the Program's terms and conditions (including fees) are contained in the Program's Wrap Fee Brochure.

LWS does not typically recommend that clients trade on margin or otherwise attempt to increase performance through leverage. However, to the extent a client does trade on margin, the value used to determine the amount of fees payable to LWS will be the gross asset value of the client account. This presents a conflict of interest, as LWS will have an incentive to recommend margin, as trading on margin has the potential to increase, even temporarily, the value of the assets which in turn increases the amount of fees due to LWS. As stated above, margin is not typically recommended, as the risks are significant. Please see Item 8 for a discussion of risk factors, including trading on margin.

### **Fee Discretion**

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LWS, in its sole discretion, may negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention and *pro bono* activities.

### **Additional Fees and Expenses**

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In addition to the fee paid to LWS, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively "*Financial Institutions*"). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), 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. These brokerage services are described in Item 12 of this brochure and in within various sections of the Wrap Brochure.

### **Fee Debit**

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The Firm's *Agreement* and the separate agreement with any *Financial Institutions* will generally authorize LWS and/or the *Independent Managers* to debit its clients' accounts for the amount of the management fee and to directly remit that fee to LWS or the *Independent Managers*. Any *Financial Institutions* recommended by LWS will have agreed to send statements to clients not less than quarterly indicating all amounts disbursed from the account, including the amount paid directly to LWS.

### **Account Additions and Withdrawals**

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Clients may make additions to and withdrawals from their account at any time, subject to LWS' right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to LWS, subject to the usual and customary securities

settlement procedures. However, LWS designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. LWS may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charge) and/or tax ramifications.

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**Commissions or Sales Charges for Recommendations of Securities**

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Clients will also be able to engage certain persons associated with LWS (but not LWS) to render securities brokerage services under a commission arrangement. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with LWS.

Under this arrangement, certain of the Firm's *Supervised Persons*, in their individual capacities as registered representatives of *PKSI*, may provide securities brokerage services and implement securities transactions under a separate commission based arrangement. LWS's *Supervised Person* may be entitled to a portion of the brokerage commissions paid to *PKSI*, as well as a share of any ongoing distribution or service (trail) fees from the sale of mutual funds. LWS may also recommend no-load or load-waived funds, where no sales charges are assessed. Prior to effecting any transactions, clients are required to enter into a separate account agreement with *PKSI*. LWS does not receive any portion of the commissions or transactional fees charged by *PKSI*.

A conflict of interest exists to the extent that LWS recommends the purchase of securities where LWS' *Supervised Persons* receive commissions or other additional compensation as a result of LWS recommendations. LWS has procedures in place to ensure that any recommendations made by such *Supervised Persons* are in the best interest of clients. For certain accounts covered by the Employee Retirement Income Security Act ("ERISA"), and such others that LWS, in its sole discretion, deems appropriate, LWS may provide its investment advisory services on a fee-offset basis. In this scenario, LWS may offset its fees by an amount equal to the aggregate commissions and 12b-1 fees earned by LWS's *Supervised Persons* in their individual capacities as registered representatives of *PKSI*.

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

LWS does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

**Item 7. Types of Clients**

LWS offers its services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities.

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**Minimum Account Requirements**

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As a condition for starting and maintaining an investment management relationship, LWS generally imposes a stated minimum portfolio size of \$750,000.



The Firm, in its sole discretion, may accept clients with smaller portfolios based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationships, account retention, and *pro bono* activities. For these clients, LWS may impose a minimum annual fee, resulting in an effective fee rate that exceeds its stated fee schedule. LWS only accepts clients with less than the minimum portfolio size if, in the sole opinion of the Firm, the smaller portfolio size will not result in a substantial increase of investment risk beyond the client's identified risk tolerance. LWS may aggregate the portfolios of family members to meet the minimum portfolio size.

Additionally, certain *Independent Managers* may impose more restrictive account requirements and varying billing practices than LWS. In such instances, LWS may alter its corresponding account requirements and/or billing practices to accommodate those of the *Independent Managers*.

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

### **Methods of Analysis**

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LWS generally utilizes a combination of largely fundamental and technical methods of analysis.

Fundamental analysis involves an evaluation of an issuer's fundamental financial condition and competitive position. LWS generally analyzes an issuer's financial condition, capabilities of management, growth prospects, earnings capacity, new products and services, as well as the company's position amongst its industry competitors in order to determine the recommendations made to clients. A substantial risk in relying upon fundamental analysis is that while the overall health and position of a company may be good, market conditions may negatively impact the security.

Technical analysis involves the examination of past market data rather than specific issuer information in determining the recommendations made to clients. Technical analysis may involve the use of mathematical based indicators and charts, such as moving averages and price correlations, to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company. A substantial risk in relying upon technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that LWS will be able to accurately predict such a reoccurrence.

### **Investment Strategies**

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LWS draws from numerous asset classes to construct a diversified portfolio that mirrors the client's time horizon, objectives, and tax status. In constructing a portfolio, the Firm utilizes equities, fixed income, cash, commodities, real estate and alternative assets. In an effort to manage risk as well as return, LWS incorporates investments with historically low or negative correlations to one another. The Firm's approach is considered to be "top down", emphasizing the big picture of the global economy, and from there, determining the prudent size, style and sector or equities as well as quality and duration of the fixed income markets.

## **Risks of Loss**

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### *General Risk of Loss*

Investing in securities involves the risk of loss. Clients should be prepared to bear potential losses.

### *Market Risks*

The profitability of a significant portion of LWS's recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that LWS will be able to predict price movements accurately.

### *Mutual Funds and Exchange-Traded Funds (ETFs)*

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their *pro rata* NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

### *Options*

Options allow investors to buy or sell a security at a contracted strike price (not necessarily the current market price) at or within a specific period of time. Clients may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge against potential losses or to speculate on the performance of the underlying securities. Options transactions contain a number of inherent risks, including the partial or total loss of principal in the event that the value of the underlying security or index does not increase or decrease to the level of the respective strike price. Holders of options contracts are also subject to default by the option writer which may be unwilling or unable to perform its contractual obligations.

### *Margin*

“Margin” is a tool used to maximize returns on a given investment by using securities in a client account as collateral for a loan from the custodian to the client. The proceeds of that loan are then used to buy more securities or to provide cash for a client. In a positive result, the additional securities provide additional return on the same initial investment. In a negative result, the additional securities provide additional losses. Margin therefore carries a higher degree of risk than investing without margin. Any client account that will use margin will do so in accordance with Regulation T. LWS utilizes margin on a very limited basis for clients with higher risk tolerances.

### *Use of Independent Managers*

LWS may recommend the use of *Independent Managers*. In these situations, LWS continues to do ongoing due diligence of such managers, but such recommendations rely to a great extent on the *Independent Managers*’ ability to successfully implement their investment strategies. In addition, LWS generally may not have the ability to supervise the *Independent Managers* on a day-to-day basis.

### *Use of Private Collective Investment Vehicles*

LWS recommends that certain clients invest in privately placed collective investment vehicles (e.g., hedge funds, private equity funds, etc.). The managers of these vehicles have broad discretion in selecting the investments. There are few limitations on the types of securities or other financial instruments which may be traded and no requirement to diversify. Hedge funds may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the vehicle. In addition, because the vehicles are not registered as investment companies, there is an absence of regulation. There are numerous other risks in investing in these securities. Clients should consult each fund’s private placement memorandum and/or other documents explaining such risks prior to investing.

## **Item 9. Disciplinary Information**

LWS has not been involved in any legal or disciplinary events that are material to a client’s evaluation of its advisory business or the integrity of management.

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

### **Registered Representatives of a Broker Dealer**

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Certain of the Firm’s *Supervised Persons* are registered representatives of *PKSI* and may provide clients with securities brokerage services under a separate commission-based arrangement. This arrangement is described at length in Item 5.

## Item 11. Code of Ethics

LWS and persons associated with LWS are permitted to buy or sell securities that it also recommends to clients consistent with LWS' policies and procedures.

LWS has adopted a code of ethics ("*Code of Ethics*") made up of its personal securities transaction and insider trading policies and procedures. When LWS is purchasing or considering for purchase any security on behalf of a client, no *Covered Person* (as defined below) may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when LWS is selling or considering the sale of any security on behalf of a client, no *Covered Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security.

Unless specifically defined in LWS' procedures, neither LWS nor any of LWS' associated persons may effect for himself or herself, for an associated person's immediate family (e.g., spouse, minor children, and adults living in the same household as the associated person), or for trusts for which the associated person serves as a trustee or in which the associated person has a beneficial interest (collectively "*Covered Persons*"), any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of LWS' clients.

The foregoing policies and procedures are not applicable to:

Transactions effected in any account over which neither LWS nor any of its *Supervised Persons* has any direct or indirect influence or control; and

Transactions in securities that are: direct obligations of the government of the United States; bankers' acceptances, bank certificates of deposit, commercial paper, and high quality short-term debt instruments, including repurchase agreements; or shares issued by registered open-end investment companies.

This policy has been established recognizing that some securities being considered for purchase and sale on behalf of LWS' clients trade in sufficiently broad markets to permit transactions by clients to be completed without any appreciable impact on the markets of such securities. Under certain limited circumstances, exceptions may be made to the policies stated above. LWS will maintain records of these trades, including the reasons for any exceptions.

In accordance with applicable rules and regulations, LWS also maintains and enforces written policies reasonably designed to prevent the unlawful use of material non-public information by LWS or any of its *Supervised Persons*. Clients and prospective clients may contact LWS to request a copy of its *Code of Ethics*.

## Item 12. Brokerage Practices

### Recommendation of Financial Institutions

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LWS will generally recommend that investment management clients utilize the brokerage and clearing services of Fidelity Institutional Wealth Services (“*Fidelity*”).

LWS may only implement its investment management recommendations after the client has arranged for and furnished LWS with all information and authorization regarding accounts held at their respective financial institutions. Factors which LWS considers in recommending *Fidelity* or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. *Fidelity* may enable LWS to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by *Fidelity* may be higher or lower than those charged by other *Financial Institutions*.

The commissions paid by LWS clients comply with LWS duty to obtain “best execution.” Clients may pay commissions that are higher than another qualified *Financial Institution* might charge to effect the same transaction where LWS determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a *Financial Institution*’s services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. LWS seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Transactions may be cleared through other *Financial Institutions* with whom LWS and the *Financial Institutions* have entered into agreements for prime brokerage clearing services. LWS periodically and systematically reviews its policies and procedures regarding its recommendation of *Financial Institutions* in light of its duty to obtain best execution.

### Brokerage for Client Referrals

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LWS does not consider, in recommending broker-dealers, whether the Firm or a related person receives client referrals from a broker-dealer or third party.

### Directed Brokerage

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A client may direct LWS in writing to use a particular *Financial Institution* to execute some or all transactions for the client. As not all investment advisers require their clients to direct brokerage, the Firm does not routinely recommend, request or require a client do so. In direct brokerage situations, the client will negotiate terms and arrangements for the account with that *Financial Institution*, and LWS will not seek better execution services or prices from other *Financial Institutions* or be able to “batch” client transactions for execution through other *Financial Institutions* with orders for other accounts managed by LWS. As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, LWS may decline a client’s request to direct brokerage if, in LWS’ sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

## Trade Aggregation

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Transactions for each client generally will be effected independently, unless LWS decides to purchase or sell the same securities for several clients at approximately the same time. LWS may (but is not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among LWS’ clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. In this situation, transactions will generally be averaged as to price and allocated among LWS’ clients *pro rata* to the purchase and sale orders placed for each client on any given day.

To the extent that LWS determines to aggregate client orders for the purchase or sale of securities, including securities in which LWS’ *Supervised Persons* may invest, LWS generally does so in accordance with applicable rules and regulations. LWS does not receive any additional compensation or remuneration as a result of the aggregation. In the event that LWS determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include:

When only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates;

Allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts;

If an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account’s assets after an order is placed);

With respect to sale allocations, allocations may be given to accounts low in cash;

In cases when a *pro rata* allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, LWS may exclude the account(s) from the allocation and the transactions may be executed on a *pro rata* basis among the remaining accounts; or

In cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist LWS in its investment decision-making process. Such research generally will be used to service all of LWS’ clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client’s portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because LWS does not have to produce or pay for the products or services.

### **Commissions or Sales Charges for Recommendations of Securities**

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As discussed above, certain *Supervised Persons* in their respective individual capacities, are registered representatives of *PKSI*. These *Supervised Persons* are subject to FINRA Rule 3040 which restricts registered representatives from conducting securities transactions away from their broker-dealer unless *PKSI* provides written consent. Therefore, clients are advised that certain *Supervised Persons* may be restricted to executing securities transactions through *PKSI* unless they first secure written consent from *PKSI* to execute securities transactions through a different broker-dealer. Absent such written consent or separation from *PKSI*, these *Supervised Persons* are prohibited from executing securities transactions through any broker-dealer other than *PKSI* under *PKSI's* internal supervisory policies. LWS is cognizant of its duty to obtain best execution and has implemented policies and procedures reasonably designed in such pursuit.

### **Software and Support Provided by Financial Institutions**

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LWS may receive from *Fidelity*, without cost to LWS computer software and related systems support, which allow LWS to better monitor client accounts maintained at *Fidelity*. LWS may receive the software and related support without cost because LWS renders investment management services to clients that maintain assets at *Fidelity*. While these do result in a benefit for the Firm, it does not consider these to be soft dollar benefits (e.g., a benefit tied to client securities transactions. The software and related systems support, which the Firm does not consider to be “soft dollar benefits” may benefit LWS, but not its clients directly. In fulfilling its duties to its clients, LWS endeavors at all times to put the interests of its clients first. Clients should be aware, however, that LWS’ receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence LWS’ choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

LWS may also receive the following benefits from *Fidelity* through the Fidelity Institutional Wealth Services Group:

Receipt of duplicate client confirmations and bundled duplicate statements;

Access to a trading desk that exclusively services its Institutional Wealth Services Group participants;

Access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and

Access to an electronic communication network for client order entry and account information.

## **Item 13. Review of Accounts**

### **Account Reviews**

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LWS monitors the portfolios of its investment management clients as part of a continuous and ongoing process, while regular account reviews are conducted at least annually. For those clients to whom LWS provides financial planning and/or consulting services, reviews are conducted on an “as needed” basis.

All such reviews are conducted by one of LWS' investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with LWS and to keep LWS informed of any changes thereto. LWS contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in their financial situations and/or investment objectives.

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**Account Statements and Reports**

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Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the *Financial Institutions* where their assets are custodied. From time to time or as otherwise requested, investment advisory clients also receive written or electronic reports from LWS and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their custodian with those they receive from LWS or an outside service provider.

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

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**Client Referrals**

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LWS does not currently provide compensation to third-party solicitors for client referrals.

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**Other Economic Benefit**

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LWS may receive an economic benefit from a third party (non-client) for providing investment advice to the Firm's advisory clients. This type of relationship poses a conflict of interest, as discussed in Item 12.

## **Item 15. Custody**

LWS is deemed to have custody over a client's assets when it is authorized to directly debit a client's account for payment of the Firm's quarterly management fee. In accordance with applicable custody rules, the *Financial Institutions* recommended by LWS have agreed to send statements to clients, not less than quarterly, indicating all amounts paid to LWS and/or the *Independent Managers* engaged to manage their accounts. Where required by applicable state securities laws, LWS will also send clients quarterly fee statements, detailing all amounts deducted for payment of the Firm's management fee.

As discussed in Item 13, LWS and/or a third party vendor may also send periodic reports to clients. Clients are advised to carefully review the statements and confirmations sent directly by the *Financial Institutions* and to compare them with any reports received from LWS or an outside service provider.



## **Item 16. Investment Discretion**

Clients may grant LWS the authority to exercise discretion on their behalf. LWS is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. LWS is given this authority through a power-of-attorney included in the *Agreement* executed by the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). Specifically, LWS may take discretion over the following activities:

The securities to be purchased or sold;

The amount of securities to be purchased or sold;

When transactions are made; and

The *Independent Managers* to be hired or fired.

## **Item 17. Voting Client Securities**

LWS will not accept the authority to vote clients' securities (i.e., proxies) on their behalves. Clients will receive proxies directly from the *Financial Institutions* where their assets are custodied and may contact the Firm using the contact information on the cover of this brochure with questions about proxies and/or other such solicitations.

## **Item 18. Financial Information**

LWS is not required to disclose any financial information pursuant to this Item due to the following:

The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance;

The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and

The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.

**Item 1. Cover Sheet**

**WRAP FEE PROGRAM BROCHURE**

**LWS WEALTH ADVISORS, INC.**

**LWS WEALTH ADVISORS OF COLORADO, INC.**

D/B/A



19 Morristown Road  
Basking Ridge, New Jersey 07920

55 Charolais Circle  
Edwards, Colorado 81632

[www.lwswealthadvisors.com](http://www.lwswealthadvisors.com)

Lance Lipset  
908.630.9237

**March 31, 2015**

**This brochure provides information about the qualifications and business practices of LWS Wealth Advisors, Inc. and LWS Wealth Advisors of Colorado, Inc. (collectively, “LWS” or the “Firm”). If you have any questions about the contents of this brochure, please contact us at (908) 630-9237. 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. LWS is a registered investment adviser. Registration does not imply any certain level of skill or training.**

**Additional information about LWS is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **Item 2. Material Changes**

In this Item, LWS is required to discuss any material changes which have been made to the brochure since the Firm's last annual updating amendment. There are no material changes to report.

### **Item 3. Table of Contents**

#### **Table of Contents**

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#### **Item 4. Services, Fees and Compensation**

The LWS Wealth Advisors Program (the “Program”) is an investment advisory program sponsored by LWS, which is principally owned by Lance A. Lipset.

While this brochure generally describes the business of LWS as it relates to clients receiving services through the Program, certain sections also describe the activities of the Firm’s *Supervised Persons*, which refer to any officers, partners, directors (or other person occupying a similar status or performing similar functions), employees, or other persons who provide investment advice on LWS’ behalf and are subject to the Firm’s supervision or control.

In addition to the Program, the Firm also provides financial planning and consulting services under different arrangements than those described herein. Information about these services is contained in LWS’ Disclosure Brochure, which appears as Part 2A of the Firm’s Form ADV.

As of December 31, 2014, the Firm had approximately \$136,505,244 in assets under management, roughly \$85,983,886 of which was managed on a discretionary basis and \$50,611,358 on a non-discretionary basis.

##### **Description of the Program**

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The Program is offered as a wrap fee program, which provides clients with the ability to trade in certain investment products without incurring separate brokerage commissions or transaction charges. A wrap fee program is considered any arrangement under which clients receive investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and the execution of client transactions for a specified fee or fees not based upon transactions in their accounts.

Prior to receiving services through the Program, clients are required to enter into a written agreement with LWS setting forth the relevant terms and conditions of the advisory relationship (the “*Agreement*”). Clients must also open a new securities brokerage account and complete a new account agreement with Fidelity Institutional Wealth Services (“*Fidelity*”) or another broker-dealer LWS approves under the Program (collectively “*Financial Institutions*”).

At the onset of the Program, clients complete an investor profile describing their individual investment objectives, liquidity and cash flow needs, time horizon and risk tolerance, as well as any other factors pertinent to their specific financial situations. After an analysis of the relevant information, LWS assists its clients in developing an appropriate strategy for managing their assets.

Clients’ investment portfolios are generally managed on a discretionary or non-discretionary basis by either LWS’ investment adviser representatives or an independent investment manager (collectively “*Independent Managers*”), as recommended or selected by LWS. LWS and/or the *Independent Managers* primarily allocate clients’ assets among the various investment products available under the Program, as described further in Item 6 (below).

### **Fees for Participation in the Program**

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Investment management services are offered through the Program on a fee basis, meaning that clients pay a single annualized fee based upon assets under management. The Firm also offers other advisory services outside of the Program under different fee arrangements than those discussed below.

LWS' asset-based fee for blended account management generally varies between 90 and 200 basis points (0.90% – 2.00%), depending upon the amount of the account assets being managed under the Program, as follows:

<b>PORTFOLIO VALUE</b>	<b>ANNUAL FEE</b>
Up to \$1,500,000	2.00%
\$1,500,001 - \$3,000,000	1.50%
\$3,000,001 - \$5,000,000	1.00%
Above \$5,000,000	0.90%

Unless otherwise agreed with the client, LWS will include any allocations to cash in the account size for the purpose of calculating breakpoints and fees due.

This fee is prorated and billed quarterly in advance, as derived from the average daily balance of the assets being managed by LWS under the Program during the previous quarter. Since the fee is determined by average daily account balance, if assets are deposited into or withdrawn from an account after the inception of a billing period, the fee payable with respect to such assets is adjusted accordingly. The Firm may employ a discounted fee schedule for certain types of accounts (e.g., legacy, fixed income only, etc.). The specific billing practices and fee amounts are individually negotiated and memorialized in the *Agreement* with LWS.

For the initial term of the Program, the fee is calculated on a *pro rata* basis. In the event the *Agreement* is terminated, the fee for the final quarter is prorated through the effective date of the termination and the unearned portion of the fee is to be refunded to the client, as appropriate.

Clients whose asset levels increase or decrease during a billing period causing their asset levels to move up or down in tiers in the fee schedule will have fees calculated on the existing tier until the next quarter's billing cycle. This applies to clients whose fee percentage would increase or decrease.

### **Fee Comparison**

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A portion of the fees paid to LWS are used to cover the securities brokerage commissions and transactional costs attributed to the management of its clients' portfolios, as well as the fees charged by the *Independent Managers* engaged to provide services under the Program. *Independent Managers* servicing accounts through the Program receive a fee based upon the assets under their management, which may range up to half of the Firm's total management fee.

Services provided through the Program may cost clients more or less than purchasing these services separately. The number of transactions made in clients' accounts, as well as the commissions charged for each transaction, determines the relative cost of the Program versus paying for execution on a per transaction basis and paying a separate fee for advisory services. Fees paid for the Program may also be higher or lower than fees charged by other sponsors of comparable investment advisory programs.

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**Fee Discretion**

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LWS, in its sole discretion, may negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention and *pro bono* activities.

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**Fee Debit**

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The Firm's *Agreement* and the separate agreement with any *Financial Institutions* generally authorize LWS and/or the *Independent Managers* to debit its clients' accounts for the amount of the Program fee and to directly remit that fee to LWS or the *Independent Managers*. Any *Financial Institutions* recommended by LWS have agreed to send statements to clients not less than quarterly indicating all amounts disbursed from the account, including the amount of Program fees paid directly to LWS.

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**Account Additions and Withdrawals**

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Clients may make additions to and withdrawals from their account at any time, subject to LWS' right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to LWS, subject to the usual and customary securities settlement procedures. However, LWS designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. LWS may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

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**Other Charges**

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Clients may incur certain charges imposed by third parties in addition to the Program fee. These additional charges may include charges imposed directly by a mutual fund or exchange-traded fund ("ETF") in the account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), 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.

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**Compensation for Recommending the Program**

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LWS has no internal arrangements in place whereby persons recommending the Program are entitled to receive additional compensation as a result of clients' participation.

## **Item 5. Account Requirements and Types of Clients**

### **Minimum Account Requirements**

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As a condition for participation in the Program, LWS generally imposes a stated minimum portfolio size of \$750,000.

The Firm, in its sole discretion, may accept clients with smaller portfolios based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationships, account retention, and *pro bono* activities. For these clients, LWS may impose a minimum annual fee, resulting in an effective fee rate that exceeds its stated fee schedule.

LWS only accepts clients with less than the minimum portfolio size if, in the sole opinion of the firm, the smaller portfolio size will not result in a substantial increase of investment risk beyond the client's identified risk tolerance. LWS may aggregate the portfolios of family members to meet the minimum portfolio size.

Additionally, certain *Independent Managers* may impose more restrictive account requirements and varying billing practices than LWS. In such instances, LWS may alter its corresponding account requirements and/or billing practices to accommodate those of the *Independent Managers*.

### **Types of Clients**

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Services through the Program are offered to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

## **Item 6. Portfolio Manager Selection and Evaluation**

Clients' investment portfolios are managed either directly by LWS or through the use of certain *Independent Managers*, as referenced above.

### **Portfolio Management**

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LWS manages client investment portfolios on a discretionary or non-discretionary basis by primarily allocating assets among various mutual funds, ETFs and, to a lesser extent, individual stocks and bonds, alternative investments and other *Independent Managers*.

Clients may also engage LWS to advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts, and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, LWS directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product's provider.



LWS tailors its advisory services to accommodate the needs of its individual clients and will continuously seek to ensure that its clients' portfolios are managed in a manner consistent with their specific investment profiles. LWS consults with clients on an initial and ongoing basis to determine their specific risk tolerance, time horizon, liquidity constraints and other factors relevant to the management of their portfolios. Clients are advised to promptly notify LWS if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management of their accounts if LWS determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm's management efforts.

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#### **Selection or Recommendation of Independent Managers**

LWS evaluates various information about the *Independent Managers* in which it recommends or selects to manage client portfolios under the Program. The Firm generally reviews a variety of different resources, which may include the *Independent Managers'* public disclosure documents, materials supplied by the *Independent Managers* themselves, and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the *Independent Managers'* investment strategies, past performance and risk results in relation to its clients' individual portfolio allocations and risk exposures. LWS also takes into consideration each *Independent Manager's* management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other related factors.

LWS generally monitors the performance of those accounts being managed by *Independent Managers* by reviewing the account statements and trade confirmations produced by the *Financial Institutions*, as well as other performance information furnished by the *Independent Managers* and/or other third-party providers. The Firm does not verify the accuracy of any such performance information and does not ensure its compliance with presentation standards. Clients are advised that any performance information they receive from the *Independent Managers* may not be calculated on a uniform and consistent basis. Clients should compare all supplemental materials with the account statements they receive from their respective custodians.

The terms and conditions under which the client engages an *Independent Manager* are set forth in a separate written agreement between LWS or the client and the designated *Independent Manager*. In addition to this Brochure, the client also receives the written disclosure brochure of the designated *Independent Managers* engaged to manage their assets.

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#### **Side-By-Side Management**

LWS does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

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#### **Methods of Analysis**

LWS generally utilizes a combination of largely fundamental and technical methods of analysis.

Fundamental analysis involves an evaluation of an issuer's fundamental financial condition and competitive position. LWS generally analyzes an issuer's financial condition, capabilities of management, growth prospects, earnings capacity, new products and services, as well as the company's position amongst its industry competitors in order to determine the recommendations made to clients. A substantial risk in relying upon fundamental analysis is that while the overall health and position of a company may be good, market conditions may negatively impact the security.

Technical analysis involves the examination of past market data rather than specific issuer information in determining the recommendations made to clients. Technical analysis may involve the use of mathematical based indicators and charts, such as moving averages and price correlations, to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company. A substantial risk in relying upon technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that LWS will be able to accurately predict such a reoccurrence.

### **Investment Strategies**

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LWS draws from numerous asset classes to construct a diversified portfolio that mirrors the client's time horizon, objectives, and tax status. In constructing a portfolio, the Firm utilizes equities, fixed income, cash, commodities, real estate and alternative assets. In an effort to manage risk as well as return, LWS incorporates investments with historically low or negative correlations to one another. The Firm's approach is considered to be "top down", emphasizing the big picture of the global economy, and from there, determining the prudent size, style and sector or equities as well as quality and duration of the fixed income markets.

### **Risks of Loss**

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#### *General Risk of Loss*

Investing in securities involves the risk of loss. Clients should be prepared to bear potential losses.

#### *Market Risks*

The profitability of a significant portion of LWS recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that LWS will be able to predict those price movements accurately.

#### *Mutual Funds and Exchange-Traded Funds (ETFs)*

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their *pro rata* NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

### *Options*

Options allow investors to buy or sell a security at a contracted strike price (not necessarily the current market price) at or within a specific period of time. Clients may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge against potential losses or to speculate on the performance of the underlying securities. Options transactions contain a number of inherent risks, including the partial or total loss of principal in the event that the value of the underlying security or index does not increase or decrease to the level of the respective strike price. Holders of options contracts are also subject to default by the option writer which may be unwilling or unable to perform its contractual obligations.

### *Use of Independent Managers*

LWS may recommend the use of *Independent Managers*. In these situations, LWS continues to do ongoing due diligence of such managers, but such recommendations rely to a great extent on the *Independent Managers'* ability to successfully implement their investment strategies. In addition, LWS generally may not have the ability to supervise the *Independent Managers* on a day-to-day basis.

### *Use of Private Collective Investment Vehicles*

LWS recommends that certain clients invest in privately placed collective investment vehicles (e.g., hedge funds, private equity funds, etc.). The managers of these vehicles have broad discretion in selecting the investments. There are few limitations on the types of securities or other financial instruments which may be traded and no requirement to diversify. Hedge funds may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the vehicle. In addition, because the vehicles are not registered as investment companies, there is an absence of regulation. There are numerous other risks in investing in these securities. Clients should consult each fund's private placement memorandum and/or other documents explaining such risks prior to investing.

## **Voting of Client Securities**

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LWS does not accept the authority to vote clients' securities (i.e., proxies) on their behalves. Clients receive proxies directly from the *Financial Institutions* where their assets are custodied and may contact the Firm at the number on the cover of this brochure with questions about proxies and/or other such solicitations.

## **Item 7. Client Information Provided to Portfolio Managers**

In this Item, LWS is required to describe the type and frequency of the information it communicates to the *Independent Managers*, if any, managing its clients' investment portfolios.

Clients participating in the Program generally grant LWS the authority to discuss certain non-public information with the *Independent Managers* engaged to manage their accounts. Depending upon the specific arrangement, the Firm may be authorized to disclose various personal information including, without limitation: names, phone numbers, addresses, social security numbers, tax identification numbers and account numbers. LWS may also share certain information related to its clients' financial positions and investment objectives in an effort to ensure that the *Independent Managers'* investment decisions remain aligned with its clients' best interests. This information is communicated on an initial and ongoing basis, or as otherwise necessary to the management of its clients' portfolios.

## **Item 8. Client Contact with Portfolio Managers**

In this Item, LWS is required to describe any restrictions on clients' ability to contact and consult with the portfolio managers managing their investment portfolios.

There are no restrictions on clients' ability to correspond with LWS. Clients can generally contact the *Independent Managers* managing their portfolios through LWS by providing the Firm with written request and identification of the questions or issues to be discussed with the *Independent Managers*. After receiving the client's written request, LWS, at its sole discretion, may contact the *Independent Managers* for the client or arrange for the *Independent Managers* and the client to communicate directly.

## **Item 9. Additional Information**

### **Disciplinary Information**

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LWS has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management.

### **Other Financial Industry Activities and Affiliations**

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*Registered Representatives of a Broker-Dealer*

Certain of the Firm's *Supervised Persons* are registered representatives of Purshe Kaplan Sterling Investments, Inc. ("*PKSI*") and may provide clients with securities brokerage services under a separate commission-based arrangement. A conflict of interest exists to the extent that LWS recommends the purchase of a security and its *Supervised Person* receives a portion of the commissions paid to *PKSI*. LWS has procedures in place to ensure that all recommendations are made in the best interests of clients regardless of any additional compensation earned. For accounts covered by ERISA (and such others that LWS, in its sole discretion, deems appropriate), *the Firm* provides investment advisory services on a fee offset basis. In this scenario, LWS may offset its fees by an amount equal to the aggregate commissions and 12b-1 fees earned by the Firm's *Supervised Persons* in their capacities as registered representatives of *PKSI*.

### Code of Ethics

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LWS and its associated persons are permitted to buy or sell securities that it also recommends to clients consistent with LWS' policies and procedures.

LWS has adopted a code of ethics ("*Code of Ethics*") made up of its personal securities transaction and insider trading policies and procedures. When LWS is purchasing or considering for purchase any security on behalf of a client, no *Covered Person* (as defined below) may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when LWS is selling or considering the sale of any security on behalf of a client, no *Covered Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security.

Unless specifically defined in LWS procedures (summarized above), neither LWS nor any of LWS' Associated Persons may effect for himself or herself, for an Associated Person's immediate family (i.e., spouse, minor children, and adults living in the same household as the Associated Person), or for trusts for which the Associated Person serves as a trustee or in which the Associated Person has a beneficial interest (collectively "*Covered Persons*"), any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of LWS' clients.

The foregoing policies and procedures are not applicable to (a) transactions effected in any account over which neither LWS nor any of its *Supervised Persons* has any direct or indirect influence or control; and (b) transactions in securities that are: direct obligations of the government of the United States; bankers' acceptances, bank certificates of deposit, commercial paper, and high quality short-term debt instruments, including repurchase agreements; or shares issued by registered open-end investment companies.

This policy has been established recognizing that some securities being considered for purchase and sale on behalf of LWS' clients trade in sufficiently broad markets to permit transactions by clients to be completed without any appreciable impact on the markets of such securities. Under certain limited circumstances, exceptions may be made to the policies stated above. LWS will maintain records of these trades, including the reasons for any exceptions.

In accordance with applicable regulations, LWS also maintains and enforces written policies reasonably designed to prevent the unlawful use of material non-public information by LWS or any of its *Supervised Persons*.

Clients and prospective clients may contact LWS to request a copy of its *Code of Ethics*.

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#### **Account Reviews**

LWS monitors its clients' investment portfolios on a continuous and ongoing basis, and conducts regular account reviews at least quarterly. Such reviews are conducted by one of the Firm's investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with LWS and to keep LWS informed of any changes thereto. LWS contacts ongoing investment advisory clients at least annually to review its previous services and recommendations, and to discuss the impact resulting from any changes in their financial situation and/or investment objectives.

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#### **Account Statements and General Reports**

Clients are generally provided with transaction confirmation notices and regular summary account statements directly from the *Financial Institutions*. Clients in the Program may also receive reports from LWS that may include relevant account and/or market-related information, such as an inventory of account holdings and account performance as clients may request from time to time. Clients should compare any supplemental reports they receive from LWS and/or the *Independent Managers* with the account statements they receive from the *Financial Institutions*.

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#### **Client Referrals**

LWS does not compensate any unaffiliated third-parties for referring clients to the Program.

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#### **Receipt of Economic Benefit**

LWS has arrangements in place whereby the Firm receives an economic benefit from a third-party for providing investment advice to clients participating in the Program.

Specifically, *Fidelity* may provide the Firm with computer software and related systems support, which allow LWS to better monitor client accounts maintained at *Fidelity*. LWS may receive the software and related support without cost because LWS renders investment management services to clients that maintain assets at *Fidelity*. The software and related systems support may benefit LWS, but not its clients directly. In fulfilling its duties to its clients, LWS endeavors at all times to put the interests of its clients first. Clients should be aware, however, that LWS' receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence LWS' choice of broker-dealer over another that does not furnish similar software, systems support, or services.

In addition, LWS anticipates that it will enter into an agreement with *Fidelity* whereby *Fidelity* will provide a business loan to be used toward the start-up costs and expenses attributed to the Firm's launch.

LWS may also receive the following benefits from *Fidelity* through the Fidelity Institutional Wealth Services Group:

Receipt of duplicate client confirmations and bundled duplicate statements;

Access to a trading desk that exclusively services its Institutional Wealth Services Group participants;

Access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and

Access to an electronic communication network for client order entry and account information.

#### **Financial Information**

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LWS is not required to disclose any financial information pursuant to this Item due to the following:

The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance;

The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and

The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.