

WEALTH WATCH ADVISORS, LLC

FIRM BROCHURE (ADV PART 2A)

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This brochure provides information about the qualifications and business practices of Wealth Watch Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (804) 788-41003. 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.

Wealth Watch Advisors, LLC is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The written communications of an Adviser provide you with information for your use in determining whether to hire or retain the Adviser.

Additional information about Wealth Watch Advisors, LLC is available on the SEC's website www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for the Adviser is 172002.

2. MATERIAL CHANGES

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4. ADVISORY BUSINESS

A. OWNERSHIP/ADVISER HISTORY

Wealth Watch Advisors, LLC (“Wealth Watch”) is a Florida limited liability company. Wealth Watch is registered with the Securities and Exchange Commission. Wealth Watch is owned by Matthew Myland, Merle E. Gilley, David A. Shields, Tyrone Clark and Jeffrey A. Zielger. Matthew Myland is the firm’s managing member.

B. ADVISORY SERVICES OFFERED

Before Wealth Watch enters into an Adviser-Client relationship, Wealth Watch may offer a complimentary general consultation to discuss services available, give a prospective client time to review services desired, and determine whether a relationship might benefit the client. Investment advisory services begin only after Wealth Watch and the client formalize the relationship with a properly executed Client Agreement. Wealth Watch offers the following services:

i. FINANCIAL PLANNING SERVICES

Wealth Watch offers clients financial planning services to evaluate their financial situation, goals and risk tolerance. Through a series of personal interviews and the use of questionnaires Wealth Watch’s investment adviser representatives will collect pertinent data, identify goals, objectives, financial problems, potential solutions, prepare specific recommendations and implement recommendations. As a result of these actions, the advice may be provided on financial and cash management, risk management, financial issues relating to divorce or marital issues, estate planning, tax issues, stretch IRA planning, Investment Planning/Asset Allocation, retirement planning, educational funding, goal setting, or other needs as identified by the client and investment adviser representative. The firm may also offer broad-based planning services or the client may desire advice on certain planning components; the firm can tailor services as desired by the client.

ii. PORTFOLIO MANAGEMENT SERVICES

Portfolio management services involve assisting with the ongoing management of investment accounts taking into consideration the client’s individual investment preferences and risk tolerance.

Wealth Watch’s investment adviser representatives may first conduct a complimentary initial consultation. Similar to the unique financial planning process, Wealth Watch’s investment adviser representative’s work with the client to formulate an individualized portfolio based upon his/her objectives, time frame, risk parameters and other investment considerations. Once the portfolio is constructed, Wealth Watch is engaged to provide portfolio management services. The scope of the engagement will be described in a signed written Investment Management Agreement.

Wealth Watch works with Adhesion Wealth Advisor Solutions, Inc. (“Adhesion”) who offers a sub-advisory services through an overlay portfolio management system (OPM”). Through the OPM Adhesion implements the investment instructions provided by Wealth Watch’s investment adviser representatives. The implementation includes ongoing monitoring, rebalancing and trading.

C. TAILORED SERVICES

Wealth Watch will tailor its advisory services to its client's individual needs based on meetings, conversations and completion of a client profile (as applicable). If clients wish to impose certain restrictions on investing in certain securities or types of securities, Wealth Watch will address those restrictions with the client to have a clear understanding of the client's requirements.

D. WRAP PROGRAM

Wealth Watch does not sponsor or participate in a wrap program. This section is not applicable.

E. CLIENT ASSETS MANAGED

Being a newly formed investment adviser, Wealth Watch does not manage any client assets.

5. FEES AND COMPENSATION

A. FINANCIAL PLANNING SERVICES

Wealth Watch's Financial Planning Services are offered on a fixed or hourly fee basis.

Fixed fees are charged with Wealth Watch produces a written financial plan. The fee ranges from \$400 to \$5,000, depending on the complexity of a client's financial situation, time for researching, data gathering, and preparation of the plan. Half the fee is due in advance, the rest upon presentation of the plan. If a client cancels, any prepaid fees will be refunded on a pro-rated basis.

The negotiable hourly fee is up to \$300 and is paid after the consultation.

B. PORTFOLIO MANAGEMENT SERVICES

Fees for portfolio management services will be a percentage of the assets under management. The fees are annual but charged at the beginning of each quarter for the upcoming quarter (in advance). There are three components to the portfolio management fee. The first is Adhesion's fee that ranges from .06% to .20%. The second component is Wealth Watch's fee of .50%. Finally, each investment adviser representative charges a separate fee of up to 1.50%. The exact fees will be disclosed in the portfolio management agreement.

The pro-rated initial quarter's management fee will be calculated on the Account's initial value as reported by its custodian. Thereafter, the periodic fee will be based upon the beginning of each quarter's Account balance as reported by the client's custodian. Cash balances and investments in money market funds, demand deposit accounts, and certificates of deposit at banks or brokerage firms are covered by the Account and are included in the fee calculations.

The portfolio management fees are separate and distinct from brokerage commissions, transaction fees, and other related costs and expenses. Additionally, clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, as disclosed in a fund's prospectus, which are separate and distinct from the firm's fee.

C. TERMINATION OF SERVICES

A client may terminate any services for any reason within the first five (5) business days after signing the contract and receive a 100% refund of any fees paid without any cost or penalty. Thereafter, financial planning and investment management agreements may be terminated by giving ten (10) days written notice. Upon receipt of the written termination notice, fees will be prorated for the number of days that services were rendered during the termination quarter. All unearned fees will be refunded to the client. The written notice of termination must be sent to Wealth Watch Financial Group, LLC, 1129 South Highway US 1, Suite 101, Rockledge, FL 32955.

6. PERFORMANCE-BASED FEES AND SIDE BY SIDE MANAGEMENT

Wealth Watch does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client) or perform side-by-side management. Therefore, this section is not applicable.

7. TYPES OF CLIENTS

Wealth Watch offers its services to individuals, trusts, estates, charitable organizations, corporations or other business entities. Wealth Watch does not require a minimum account size to become a client.

8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. METHODS OF ANALYSIS AND INVESTMENT STRATEGIES AND THEIR RISKS

With respect to the firm's financial planning services, it uses an individualized asset allocation method for each client. When deciding on the asset allocation for a client, the firm takes into account the client's risk tolerance, goals, investment objectives and other data gathered during the client meetings. Asset Allocation is an investment strategy that aims to balance risk and reward by apportioning a portfolio's assets according to an individual's goals, risk tolerance and investment horizon among various asset classes. The asset classes typically include equities, fixed-income, and cash and equivalents. The risk associated with asset allocation is that each class has different levels of risk and return, so each will behave differently over time. Also, despite being diversified there is no guarantee that an account will grow.

Wealth Watch typically uses a combination of fundamental and technical analysis when selecting securities for client accounts.

Fundamental analysis is a technique that attempts to determine a security's value by focusing on underlying factors that affect a company's *actual* business and its future prospects. The analysis is performed on historical and present data. On a broader scope, one can perform fundamental analysis on industries or the economy as a whole. The term refers to the analysis of the economic well-being of a financial entity as opposed to only its price movements. The risk associated with fundamental analysis is that despite that appearance that a security is undervalued, it may not rise in value as predicted.

Technical Analysis is a method of evaluating securities by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. The risk associated with technical analysis is that there is no broad consensus among technical traders on the best method of identifying future price movements.

To help develop its strategies and recommendations, Wealth Watch uses the services of unaffiliated Third Party Investment Advisers (“TPA”) that are available through Adhesion. Prior to engaging a TPA Wealth Watch completes a due diligence process that reviews, among other things, the TPAs regulatory history, management stability, and investment results. In addition to the due diligence conducted on the TPA itself, Wealth Watch reviews the investment and financial market information received from the TPA. The TPA combination will be unique to clients. The risks associated with using TPAs is that their information may not always be accurate.

B. RECOMMENDED SECURITIES AND INVESTMENT RISKS

Wealth Watch uses several types of securities in its clients’ accounts. These securities may include, but are not limited to, the following: Bonds and other corporate debt instruments; Exchange Traded Funds; Mutual Funds such as Large Cap Growth, Large Cap Value, Mid Cap Growth, Mid Cap Value, Small Cap Growth, and Small Cap Value; Government Debt instruments including Treasury Bills and Municipal securities; Stocks; Preferred Stock; High Yield Debt; Domestic Fixed Income; Money Market Funds and Cash.

All investments bear different types and degrees of risk and **investing in securities involves risk of loss that clients should be prepared to bear.** While Wealth Watch uses investment strategies that are designed to provide appropriate investment diversification, some investments have significantly greater risks than others. Obtaining higher rates of return on investments entails accepting higher levels of risk. Recommended investment strategies seek to balance risks and rewards to achieve investment objectives. A client’s needs to ask questions about risks he/she does not understand. The firm would be pleased to discuss them.

Wealth Watch strives to render its best judgment on behalf of its clients. Still, it cannot assure or guarantee clients that investments will be profitable or assure that no losses will occur in an investment portfolio. Past performance is an important consideration with respect to any investment or investment adviser but is not a reliable predictor of future performance. The firm continuously strives to provide outstanding long-term investment performance, but many economic and market variables beyond its control can affect the performance of an investment portfolio.

An investment could lose money over short or even long periods. A client should expect his/her account value and returns to fluctuate within a wide range, like the fluctuations of the overall stock and bond markets. A client’s account performance could be hurt by:

- **Stock market risk:** The chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising stock prices and periods of falling stock prices.
- **Interest rate risk:** The chance that bond prices overall will decline because of rising interest rates.

- **Manager risk:** The chance that the proportions allocated to the various securities will cause the client's account to underperform relevant to benchmarks or other accounts with a similar investment objective.
- **International investing risk:** Investing in the securities of non-U.S. companies involves special risks not typically associated with investing in U.S. companies. Foreign securities tend to be more volatile and less liquid than investments in U.S. securities, and may lose value because of adverse political, social or economic developments overseas or due to changes in the exchange rates between foreign currencies and the U.S. dollar. In addition, foreign investments are subject to settlement practices, as well as regulatory and financial reporting standards, that differ from those of the U.S.
- **Liquidity risk:** One common risk associated with private placements and REITs is a relative lack of liquidity due to the highly customized nature of the investment. Moreover, the full extent of returns is often not realized until maturity. Because of this, these products tend to be more of a buy-and-hold investment decision rather than a means of getting in and out of a position with speed and efficiency.
- **Credit risk:** This is the risk that an issuer of a bond could suffer an adverse change in financial condition that results in a payment default, security downgrade, or inability to meet a financial obligation.
- **Inflation Risk:** This is the risk that inflation will undermine the performance of your investment and/or the future purchasing power of your assets.
- **Options Risk:** Like other securities - including stocks, bonds, and mutual funds - options carry no guarantees, and a person must be aware that it is possible to lose all of the principal he/she invests, and sometimes more. As an option holder, a person risks the entire amount of the premium he/she paid pay. But as an options writer, a person takes on a much higher level of risk. For example, if a person writes an uncovered call, he/she faces unlimited potential loss, since there is no cap on how high a stock price can rise. However, since initial options investments usually requires less capital than equivalent stock positions, a potential cash losses as an options investor are usually smaller than if someone bought the underlying stock or sold the stock short. The exception to this general rule occurs when an option is used to provide leverage: Percentage returns are often high, but it is important to remember that percentage losses can be high as well.
- **Portfolio Concentration:** Accounts not diversified among a wide range of types of securities, countries or industry sectors may have more volatility and are considered to have more risk than accounts that are invested in a greater number of securities because changes in the value of a single security may have more of a significant effect, either negative or positive. Accordingly, portfolios are subject to more rapid changes in value than would be the case if client maintained a more diversified portfolio.

9. DISCIPLINARY INFORMATION

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events within the past 10-years that would be material to your evaluation of the

Adviser or the integrity of its management. Wealth Watch has no information applicable to this Item because it has not been the subject of any administrative, civil, criminal, regulatory (SEC or State) or self-regulatory proceedings.

10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Many of Wealth Watch's investment adviser representatives are licensed independent insurance agents. Through their licenses, they may sell insurance products to the firm's clients. This causes a conflict of interest because they receive a commission for this service, which is separate from the fees outlined in Item 5 above. Wealth Watch attempts to mitigate the conflict of interest to the best of its ability by placing the client's interests ahead of its own through its fiduciary duty. Also, it is the Wealth Watch's policy that recommended insurance products do not have to be purchased through an investment adviser representative.

Wealth Watch may use the services of unaffiliated Third Party Investment Advisers ("TPA") to assist in managing a client's account. Wealth Watch will disclose the use of an unaffiliated TPA when used in a client's account. Typically, the unaffiliated TPA charges a separate fee from Wealth Watch's fee. Wealth Watch will disclose the fee to the client.

11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. DESCRIPTION

Wealth Watch's Code of Ethics establishes ideals for ethical conduct upon fundamental principles of openness, integrity, honesty, and trust. Wealth Watch will provide a copy of the Code of Ethics to any client or prospective client upon request.

Wealth Watch's Code of Ethics covers all supervised persons and it describes our high standard of business conduct and fiduciary duty to clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. The owners and all other supervised persons who work for Wealth Watch must acknowledge the terms of the Code of Ethics annually, or as amended.

B. MATERIAL INTEREST IN SECURITIES

Wealth Watch does not have a material interest in any securities.

C. INVESTING IN AND RECOMMENDING THE SAME SECURITIES

On occasion, Wealth Watch's owner and representatives may buy or sell for their own individual investment accounts securities that are the same as, similar to, or different from those that they recommend to their clients. Differences can arise due to variations in personal goals, investment horizons, risk tolerance, and the timing of purchases and sales. Their ability to buy and sell securities for their own individual accounts and also to recommend to clients securities that are the same as, similar to, or different from those they buy and sell for their own accounts is a conflict of interest. Wealth Watch's policy is to mitigate the conflict of interest to the best of its ability through

the enactment of its Code of Ethics, trading policies, and its fiduciary responsibilities. The trading policies include disclosing to a client that the related person owns the same security, attempting to place the client's trade ahead of all proprietary trades, and prohibiting of trading against a client's investment. Wealth Watch is aware of its fiduciary duty to its clients and the prohibitions against the use of any insider information. Records of individual trading activities will be kept on the premises, and are available to regulators to review on the premises.

12. BROKERAGE PRACTICES

A. RECOMMENDATION CRITERIA

When Wealth Watch recommends custodians, it seeks broker-dealers who offer competitive commission costs together with reliable services. To this end Wealth Watch participates in the institutional advisor program (the "Program") offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Wealth Watch receives some benefits from TD Ameritrade through its participation in the Program.

NOTE: Clients may be able to obtain lower commissions and fees from other brokers, and the value of products, research and services given to the applicant is not a factor in determining the selection of broker/dealers or the reasonableness of their commissions.

i. RESEARCH AND SOFT DOLLARS

"Soft dollars" are defined as a form of payment investment firms can use to pay for goods and services such as news subscriptions or research. When an investment firm gives its business to a particular brokerage firm, the brokerage firm in return can agree to use some of its revenue to pay for these types of services. As disclosed above, Wealth Watch participates in TD Ameritrade's institutional customer program and Wealth Watch may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between Wealth Watch's participation in the program and the investment advice it gives to its clients, although Wealth Watch receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Wealth Watch participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Wealth Watch by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by Wealth Watch's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit Wealth Watch but may not benefit

its client accounts. These products or services may assist Wealth Watch in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help Wealth Watch manage and further develop its business enterprise. The benefits received by Wealth Watch or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, Wealth Watch endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Wealth Watch or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Wealth Watch's choice of TD Ameritrade for custody and brokerage services.

ii. BROKERAGE FOR CLIENT REFERRALS

Wealth Watch does not receive client referrals or any other incentive from any broker-dealer or custodian.

iii. DIRECTED BROKERAGE

Some clients may direct the firm to use a specific broker-dealer to execute securities transactions for their accounts. When so directed, Wealth Watch may not be able to effectively achieve best execution on clients' transactions.

B. TRADE AGGREGATION

Wealth Watch may aggregate orders with respect to the same security purchased for different clients. When orders are aggregated, each participating account receives the average share price for the transaction and bears a proportionate share of all transaction costs and based upon each account's participation in the transaction. Clients participating in block trading may include proprietary or related accounts. Such accounts are treated as client accounts and are neither given preferential nor inferior treatment versus other client accounts. Allocations of orders among client accounts must be made in a fair and equitable manner.

13. REVIEW OF ACCOUNTS

Each investment adviser representative meets with clients annually. Additional reviews may be conducted periodically depending on market conditions, economic or political events, or by changes in a client's financial situation (such as retirement, termination of employment, physical move or inheritance). Portfolio Management client receive at least quarterly statements from their account's custodian.

14. CLIENT REFERRALS AND OTHER COMPENSATION

Wealth Watch does not receive any additional compensation for providing investment advice. Also, Wealth Watch does not pay for client referrals or use solicitors.

15. CUSTODY

All client funds, securities and accounts are held at third-party custodians. Wealth Watch does not take possession of a client's funds, securities or accounts. However, portfolio management client

will be asked to authorize the firm with the ability to deduct its fees directly from the client's account. The client's custodian will also send a quarterly account statement, indicating the amount of fees withdrawn from the client's Account. Wealth Watch urges clients to carefully review their statements and notify the firm of any discrepancies as soon as possible.

16. INVESTMENT DISCRETION

Wealth Watch offers discretionary investment management services. The discretionary investment management is granted when a client signs an investment management agreement. The investment management agreement contains a limited power of attorney that allows the firm to select the securities to be bought and sold and the amount of securities to be bought and sold in the client's account. It also allows the firm to place each such trade without the client's prior approval. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account, and any other investment policies, limitation or restrictions.

17. VOTING CLIENT SECURITIES

Wealth Watch will not be responsible for responding to proxies that are solicited with respect to securities held in clients' accounts. Proxy solicitation materials are sent directly to the client from the account's custodian. In the event a client has a question about a proxy solicitation, the client should contact the issuing company or their investment adviser representative.

18. FINANCIAL INFORMATION

Wealth Watch does not require or solicit prepayment of more than \$1200 in fees per client, six months or more in advance. Therefore, this section is not applicable.

Registered investment advisers are required in this Item to provide clients with certain financial information or disclosures about the adviser's financial condition. Wealth Watch has no financial commitment that impairs its ability to service its clients.

Wealth Watch has not been the subject of a bankruptcy proceeding.