

**COVER PAGE**

**WealthTrust Arizona, LLC**

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**March 24, 2017**

This brochure provides information about the qualifications and business practices of WealthTrust Arizona, LLC ("WEALTHTRUST ARIZONA"). If you have any questions about the contents of this brochure, please contact us at 480-483-7300. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about WEALTHTRUST ARIZONA, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search for our firm by using our CRD number which is 141926.

WEALTHTRUST ARIZONA is registered with the SEC. However, this registration, while required by law, does not indicate any established or set level or skill or training on our part.

**MATERIAL CHANGES**

This section only discusses any material changes to our Form ADV Part 2A disclosure document since the date of our 2016 annual update to this brochure which was March 14, 2016 through the date of our 2017 annual update to this brochure which was March 24, 2017.

We have clarified our trade error policy that no loss or cost resulting from a trade error will be borne by our clients. Please refer to the section on Brokerage Practices for more detail on our treatment of trade errors.

In addition, our firm is no longer affiliated with Wilbanks, Smith & Thomas Asset Management, LLC, Miller-Green Financial Services, LLC, Edelman Financial Services, LLC, Sanders, Morris, Harris, LLC, The Dickenson Group, LLC, and HWG Insurance Agency, Inc. and is now affiliated with Kissinger Financial

Services, LLC. However, we do not have, and have not had, a relationship or arrangement with any of these affiliated firms which is material to our business or to our clients. Please refer to section 10 on Other Financial Industry Activities and Affiliations for more information on our affiliated companies.

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## **ADVISORY BUSINESS**

WEALTHTRUST ARIZONA's current legal structure was established in 2006, although our roots can be traced back through 1996 during which many of our current employees were providing services similar to those we provide to our current clients. Our primary business is to provide our clients with comprehensive financial planning and wealth management consulting services. WEALTHTRUST ARIZONA is experienced in such investment and planning matters which assist an individual or business in achieving their wealth management, estate planning, and/or risk management goals. In general, this process begins with the creation of a financial plan used as a roadmap to discuss and implement activities to include developing an investment portfolio, and other finance related activities that seem best suited for a client based on each client's particular financial goals and circumstances. These services also may include one or more of the following: investment management, estate planning, tax planning, and risk management.

We do not provide legal, tax or accounting advice or services. However, upon client request we may help to coordinate these other advisory relationships the client has. Also, you should understand that, generally speaking, securities or other investments for which we provide advice to you are not deposits or obligations of any bank, are not endorsed or guaranteed by any bank and are not insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any other governmental agency and that neither WEALTHTRUST ARIZONA nor any of its affiliated companies is a trust or banking institution.

### **Financial Planning and Consulting Services**

We provide broadly based structured financial planning and related consulting services. Our services typically involve providing a variety of services to clients regarding the management of their financial resources based upon an analysis of their individual needs. The process typically begins with an initial consultation during which the various services provided by us are discussed. During or after the initial consultation, if the client decides to engage WEALTHTRUST ARIZONA for financial planning or other services, pertinent information about the client's personal and financial circumstances and objectives is collected through use of a written comprehensive questionnaire as well as the collection of certain key financial documents. The client may impose restrictions on our ability to implement particular types of investments or strategies on its behalf if that is the client's preference as part of the process. To the extent needed, we will then conduct follow-up interviews for the purpose of reviewing and/or collecting additional financial data or documents. Once such information has been reviewed and analyzed, a written financial plan designed to achieve the clients' stated financial goals and objectives will be created and presented to the client. This financial plan may address one or more of the following areas depending upon the circumstances and needs of the client: Investment management; Estate Planning; Tax planning; and Risk Management.

The plan, if agreed to by the client, is then implemented by us on the client's behalf. This may involve the purchase of certain investments on your behalf; the use of mutual fund and exchange traded fund portfolios which we will design and implement for your account directly; the purchase and sale of individual securities for your account directly; the use of sub advisors through our Privately Managed Portfolio program ("PMP") which we may recommend to manage all, or a portion of, your assets on a

fully discretionary basis. The use of particular investment products such as real estate investment trusts, variable annuities, or other insurance investments; the use of limited partnerships to access managed futures and hedge funds; or other steps as appropriate.

Some clients may only require advice on a single aspect of management of their financial resources. For these clients, we offer financial plans in a more concise format and/or general consulting services that address those specific areas of concern, depending on each client's unique circumstances.

We are a fee-based financial planning firm; however, as part of the initial and continuing implementation of the plan on a client's behalf, licensed registered representatives who are employees of the firm may receive commissions from the purchase or sale by a client of certain investment products such as variable annuities, real estate investment trusts and certain insurance investments. Please refer to the section on Fees and Compensation below for additional important information.

We provide financial planning and consulting services which may include but not be limited to advice and/or recommendations regarding client investments, financial holdings, preference for capital appreciation and/or income production and related matters such as living expenses, personal risk, estate and retirement considerations, education needs and tax issues. If a comprehensive financial strategy is agreed to, a written financial plan will be prepared based on the clients' financial needs and goals, risk tolerance and the foregoing factors, as deemed applicable, and, if deemed appropriate, following consultations with the client's attorney, accountant, and other professional advisors. The implementation of the initial plan will be discussed with, and agreed to by, the client. A client has no obligation to open an account, to transact business, or to implement any recommendations or suggestions made by us pursuant to our services through WEALTHTRUST ARIZONA or through any brokerage firm or other provider of investment or insurance investments which may be recommended by us. By its nature, financial planning is a long-term oriented process but short term influences may impact a client's financial situation on a more immediate basis such as need for short-term cash flow or liquidity. A level of short-term reserve funds through appropriate investment vehicles may be recommended with a second level of recommendations focused more toward long-term considerations, as needed.

Please remember that projections or other information regarding the likelihood of various investment outcomes set forth by us in any such financial plan, while based on historical data are hypothetical in nature and do not reflect actual investment results. These projections may be made based upon assumptions with respect to interest and inflation rates as well as past trends and performances of the markets and economy. However, past performance is in no way an indication of future performance and WEALTHTRUST ARIZONA cannot offer any guarantees or promises that a client's financial goals and objectives will be met.

Any assumptions used to prepare, or shown in the plan, are based upon information provided by the client. Any inaccurate or incomplete representation by a client of data or information can invalidate any projections shown in the plan. In addition, actual results can, and do, vary to a material degree due to external factors beyond the scope and control of any projections and assumptions shown in the plan.

Clients are responsible for notifying us of changes in their financial circumstances, investment objectives or investment restrictions. In addition, we will not verify independently any information we receive from our clients or our clients' other professional advisors but will instead rely upon the accuracy and completeness of the information provided in performing our services for our clients.

#### Investment Management Services

WEALTHTRUST ARIZONA also provides access to discretionary, and occasionally non-discretionary, investment management services based on the particular investment needs and objectives of the client. This may be part of implementation of the comprehensive financial plan described above in the section on Financial Planning and Consulting Services which analyzes the client's existing financial investments, anticipated income needs, risk tolerance level, investment objectives and specific needs, which may involve designing appropriate investment portfolio(s).

These portfolios may consist of equity securities, mutual fund shares, ETFs, corporate debt securities, municipal or government securities, variable annuities or interests in real estate investment trusts, among other investments. We may use a sub advisor to implement one or more of these areas. We implement the portfolio and monitor the portfolio(s) based upon changes in market conditions and evolving client circumstances and needs as we deem appropriate.

#### Selection of Sub Advisers

WEALTHTRUST ARIZONA may recommend that clients utilize the services of a third party investment adviser or sub adviser through our PMP program to manage all, or a portion of their portfolio. This may be part of implementation of the comprehensive financial plan described above in the section on Financial Planning and Consulting Services which analyzes the client's existing financial investments, anticipated income needs, risk tolerance level, investment objectives and specific needs.

After gathering information about the client's financial situation, investment objectives and risk tolerance, we will make recommendations regarding the suitability of the investment style of a particular third party investment adviser, or more than one and, if acceptable, the client will then engage the services of the third party investment adviser directly. Following selection of the particular third part investment adviser, we will monitor their performance so it and their style remain aligned with the investment goals and objectives of the client.

#### Pension Consulting Services

WEALTHTRUST ARIZONA may provide pension-consulting services to employee benefit plans and their fiduciaries based upon an analysis of the needs of the plan including the type of securities or

investments which may be included as investment options for the plan participants, asset allocation, investment management services, performance monitoring and communication, and education services. The named plan fiduciary is ultimately responsible for the recommendations made by WEALTHTRUST ARIZONA.

**Owners:** The principal owners of WEALTHTRUST ARIZONA (greater than 10% ownership) are WealthTrust, LLC, Ben Wilson, Partner, and Paul Ahern, Partner. The principal owners of WealthTrust, LLC are Affiliated Wealth Partners Holdings, LLC and LEP Realization Summer, LLC through intermediaries. The amount of client assets we manage on a discretionary basis as of December 31, 2017 is approximately \$409,866,540 and the amount of client assets we manage on a non-discretionary basis as of March 9, 2016 is \$0.

## **FEES AND COMPENSATION**

WEALTHTRUST ARIZONA is typically compensated for its financial planning and consulting services on either a fixed fee or hourly fee basis in accordance with the following fee schedule:

**Financial Planning Fees:** Financial Planning fees are typically \$2500. Such fees are typically charged for broad based financial planning and are fixed regardless of the time required to complete the service(s). The type and amount of the fees charged to the client will be negotiated on a case-by-case basis based on the complexity of the client's financial situation and the scope of services to be provided. The total cost will be determined at the start of the advisory relationship and is due upon execution of an agreement with us. If the client then chooses to engage us for ongoing investment management services, \$2,000 of the fixed fee charged will be credited towards the cost of the initial investment management fees. In the event of the termination of our services, a refund may be due based upon the degree of completeness of the plan as of the date of termination.

**Investment Management Fees:** WEALTHTRUST ARIZONA is typically compensated for its investment management services by charging you a management fee based on the market value of your assets under our management based upon the fee schedule set forth below:

<b>Fee-Based Account Balance</b>	<b>Annualized Fee*</b>
\$10,000,000 +	Negotiable
\$5,000,000 to \$10,000,000	0.75%
\$3,000,000 to \$5,000,000	0.85%
\$1,000,000 to \$3,000,000	1.00%
\$ 750,000 to \$1,000,000	1.25%
\$ 500,000 to \$ 750,000	1.50%
\$ 250,000 to \$ 500,000	1.75%

\* Generally, our minimum account size is \$1,000,000 although this may be waived based on considerations such as the account's relationship to established clients and other factors. Fees are billed

quarterly in advance based upon the market value of the assets at the end of the preceding quarter. If your relationship with us is begun or ends during a calendar quarter, your fee will be prorated for the appropriate number of days completed or remaining in the quarter and, where applicable, you will be issued a refund for any portion of your quarterly fee paid in advance which was unearned.

Our fee for our pension consulting services and investment advisory services for employee benefit or retirement plans and participants, as described above in the section on Advisory Business is based upon the value of the client assets receiving the service using the fee schedule set forth above.

We may negotiate the amount of your fee depending upon circumstances including but not limited to account composition and complexity, other client, employee or family relationships, etc. which may result in different fees being charged by us for client accounts similar in composition and objectives. Our employees and their family related accounts may be charged a reduced fee, or no fee, for our services.

**Fee Payment Method:** Fees are typically authorized by the client for us to debit directly from your account or accounts at the custodian. Your custodian will not confirm our fee but will pay the fee amount communicated to them by us and send it directly to us. You will receive a periodic statement from your custodian which will include the amount of the fee which has been sent to us. You should confirm the accuracy of our fee calculation upon receipt of your custodian's statement. On infrequent occasions, clients may have requested the option to pay the fee to us directly upon receipt of an invoice. We may consider this under special circumstances.

**Other Fee Considerations:** The investment management fees you pay us do not include brokerage commissions or other fees or charges associated with securities transactions implemented with or through a brokerage firm, mark-ups or mark-downs in principal transactions, deferred sales charges, stock exchange fees, wire transfer or related processing fees, transfer taxes or other charges mandated by law or regulation all of which will be charged to you, by your custodian or the brokerage firm which executes your securities transactions, in addition to our fee. You should review the Broker Dealer Affiliation subsection below and also review the section on Brokerage Practices in our brochure for more information on how we select or recommend brokerage firms for your securities transactions and information related to that process.

Mutual funds, including exchange traded funds, in which your assets are invested by us or by others, impose separate investment management fees and other operating expenses, described in the fund's prospectus, for which you, the client, will be charged separately from the fee paid to us for our services.

**Sub Advisory Fees:** The client will directly pay any third party investment advisers retained by a client under the PMP program described above in the section on Advisory Services. This fee will be based upon a percentage of the market value of your assets for which the third party investment adviser is providing investment management services and will be in addition to the fees charged by WEALTHTRUST ARIZONA.

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

**Broker Dealer Affiliation:** Many of our employees, including some who may provide services to you, are registered representatives of Purshe Kaplan Sterling Investments. ("PKS"), which is an SEC registered brokerage firm and investment adviser. PKS is a member of the Financial Industry Regulatory Authority. ("FINRA") and SIPC and may be registered with other governmental or self-regulatory bodies. PKS is a diversified financial services company engaged in the sale of certain investments often used by us in implementing financial plans for our clients. Therefore, our employees may recommend investment or insurance investments offered by or through PKS as part of the implementation of the plan we have prepared for you. Oversight of the employees when acting in this capacity is through PKS and under the compliance structure of PKS. If a client purchases these investment or insurance investments through one of our licensed employees, compensation in the form of commissions may be earned by our licensed employees. These fees may be in addition to any fees paid by the client for our investment advisory services. PKS does not provide any investment advisory services in conjunction with or as part of the services provided by WEALTHTRUST ARIZONA and is not otherwise affiliated with us.

Licensed registered representatives who are employees of the firm may receive additional compensation in the form of commissions or similar fees as a result of the purchase or sale of variable annuities, real estate investment trusts, or insurance investments as described below. This presents a conflict of interest on our part since we may have an incentive to recommend these investment or insurance investments based on the compensation we receive as a result of the transaction rather than based on what may be in your best interest. However, this conflict of interest is addressed by the transaction being reviewed on your behalf prior to being completed. You also have the option to purchase these investment or insurance investments through another firm or individual of your choosing and are not obligated to purchase them through us, or at all.

The mutual funds we primarily recommend for our client portfolios are "no load" which are sold without a commission or sales charge. The only exception to this is through the use of 529 plans for education planning. Licensed registered representatives who are employees of the firm may receive usual and customary compensation (such as 12B-1 fees) from the sale of 529 plan funds to our clients. We do not charge our investment management fees in these cases. This compensation is consideration for various services that we provide such as presenting information to clients regarding the funds and recommending shares of the funds for investment as well as other services not listed here which are beneficial to the funds. Payment of these fees is included in the expense ratios of the mutual funds and is described in detail in each fund's prospectus.

Some of our employees are also licensed through PKS and approved/ to offer life, health, long term care and disability insurance through a number of insurance companies to our clients. If a client purchases these forms of insurance through one of our employees, licensed through PKS, as part of the implementation of our financial plan or otherwise, compensation in the form of commissions will be earned in addition to any fees paid by the client for our investment advisory services.



Where we receive commissions or similar fees on the purchase of a variable annuity, through our employees in their capacity as a registered representative of PKS, as described above, we will waive our investment advisory fees on the value of the variable annuity.

Clients should be aware that similar or comparable services may be available from other firms including other investment management firms at a cost higher or lower than that available through us.

## **PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

This section does not apply to WEALTHTRUST ARIZONA, LLC

## **TYPES OF CLIENTS**

Our clients include individual persons, pension and profit sharing plans, trusts, estates, charitable organizations and corporations or similar business entities. Generally, our minimum account size is \$1,000,000, although this may be waived based on considerations such as the account's relationship to established clients and other factors.

## **METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

We use several methods of investment analysis and investment strategies to provide services to our clients. Our methods of investment analysis include fundamental analysis which is the analysis of a company's financial statements, its management, competitive advantages, markets, etc.; technical analysis which is the analysis of a company by studying past market data such as price and volume; cyclical analysis which involves the buying and selling of investments when certain financial ratios are low or high; and the use of modern portfolio theory which is a theory of investment that tries to maximize return and minimize risk through the selection of different asset classes.

Our investment strategies include long term purchases (securities generally held for at least a year); and short term purchases (securities generally held for less than a year).

The securities we use in our investment strategies and investment advice include equity securities, mutual fund shares, ETFs, corporate debt securities, municipal or government securities, variable annuities or interests in real estate investment trusts, among other investments. We also offer advice, on a limited basis, on private alternative investments such as "hedge funds" (This term generally refers to a wide range of private restricted investments which can vary substantially in terms of size, strategy, business model, and organizational structure.).

Investing in securities such as the types of securities used by us in managing your assets or providing you investment advice involves the potential risk of loss in the value of the securities both in the amount

invested in the securities as well as any profits which have not been realized by selling the securities. You should be prepared to bear the risk of such losses. The degree of risk depends upon the type of security or strategy involved.

## **DISCIPLINARY HISTORY**

This section does not apply to WEALTHTRUST ARIZONA, LLC or any of its employees.

## **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

As discussed in the sections on Advisory Business and Fees and Compensation above, many of our employees are registered through Purshe Kaplan Sterling Investments, a brokerage firm, as well as being licensed to sell certain insurance investments. Please refer to the section on Fees and Compensation for additional important information.

The following firms are affiliated with WEALTHTRUST ARIZONA based on common ownership interest through our majority owner, WealthTrust, LLC:

Kanawha Capital Management, LLC – investment adviser  
Dunker Streett & Co., LLC – investment adviser  
Harvey Investment Company, LLC – investment adviser  
Delta Asset Management, LLC – investment adviser  
WealthTrust Axiom, LLC – investment adviser  
WealthTrust Fairport, LLC – investment adviser  
GFS Advisors, LLC – investment adviser  
Leonetti & Associates, LLC – investment adviser  
SMH Capital Advisors, LLC – investment adviser  
The Rikoon Group, LLC – investment adviser  
Global Financial Services, LLC – broker dealer  
Kissinger Financial Services, LLC – investment adviser

However, WEALTHTRUST ARIZONA does not have a relationship or arrangement with any of these affiliated firms which is material to our business or to our clients.

## **CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

WEALTHTRUST ARIZONA has adopted a written Code of Ethics under which all our full time employees other than certain administrative positions are generally required to notify our chief compliance officer or designee when effecting transactions in securities for their personal accounts in order to seek to

avoid conflicts of interest with transactions being effected in client accounts. While this restriction does not apply to certain mutual funds or to certain fixed income, our employees may buy or sell the same securities that we recommend that our clients invest in or that we purchase or sell on our clients' behalf. This presents a conflict of interest between our employees' own financial interest and the best interest of our clients. We have addressed this conflict of interest by imposing trading restriction under the Code of Ethics referenced above which include restrictions on our employees' personal trading based upon investment activity occurring in, or being contemplated for, our clients' accounts.

Pre-approval must also be obtained by employees before investing in initial public offerings of securities and before investing in a private placement of securities. Our employees are required to submit quarterly reports relating to their personal transactions and an annual report of their personal securities holdings to us which are reviewed by our chief compliance officer or his designee. Our Code of Ethics also contains policies and procedures which are intended to prevent the misuse of material non-public information. A copy of our Code of Ethics is available to you upon request by contacting us through the contact information provided on the Cover Page of this brochure.

## **BROKERAGE PRACTICES**

WEALTHTRUST ARIZONA considers the following factors in selecting or recommending brokerage firms for your transactions and in determining the reasonableness of the compensation or other remuneration paid to the brokerage firms:

Quality of Support Services and Technology

Trade Implementation Costs

Value of Research and Related Information and Products Provided

Market Liquidity Provided

Confidentiality of Trading Intentions

Investment Styles (compatibility between us and the brokerage firm)

Financial Stability

Trade Error Resolution Process

Ability to Execute Difficult Trades

Other Factors Which May Be Identified By Us From Time To Time

We have established an Execution Quality Committee which periodically reviews our brokerage practices and the reasonableness of compensation or other remuneration paid to brokerage firms and monitors our efforts to seek best execution of client transactions.

**Research and Other Soft Dollars Benefits:** Where more than one brokerage firm satisfy our criteria, preference may be given to brokerage firms which provide us with certain brokerage and research services and products as allowed by law under Section 28(e) of the Securities Exchange Act of 1934 which WEALTHTRUST ARIZONA may use to execute client transactions even though the commissions or similar costs for particular transactions may be higher than the commissions or costs incurred by using another brokerage firms which does not provide WEALTHTRUST ARIZONA with these brokerage and research services or products. Payments to brokerage firms for these services through commission revenue rather than direct cash payments are referred to as “soft dollars”. Under these circumstances, we will make a good faith determination that the amount of commission is reasonable in relation to the value of the brokerage and research services or products provided by the brokerage firm(s) which we consider to be a significant benefit to our clients. We use these brokerage and research services and products to benefit all of our clients’ accounts not just those whose transactions paid for the services.

The brokerage and research services or products received by us under the arrangement described above include general investment research.

Our use of client brokerage commissions or similar costs for transactions to obtain brokerage or research services and products presents a conflict of interest to us because we do not have to internally produce the service or product or purchase it directly elsewhere. This also means that we will have a financial incentive to select or recommend brokerage firms which provide us such brokerage and research services or products rather than based on a consideration of only the lowest commission cost to our clients. To address these conflicts, WEALTHTRUST ARIZONA has a commission review process in place to review the reasonableness of commission amounts and rates used to obtain brokerage and research services and products described above. This review is conducted during meetings of our Execution Quality Committee (referenced above).

**Charles Schwab & Co., Inc.:** We may recommend or require that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, member SIPC, to maintain custody of their assets and to effect trades for their accounts. Although we may recommend or require that clients establish accounts at Schwab, it is the client’s decision to custody assets with Schwab. WEALTHTRUST ARIZONA is independently owned and operated and not affiliated with Schwab.

Schwab provides us with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor’s clients’ assets are maintained in accounts at Schwab Institutional and are otherwise contingent upon our committing to Schwab any specific amount of business such assets in custody or trading commissions. These services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For our client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders such as our clients through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts maintained by our clients.

Schwab Institutional also makes available to us other products and services that benefit us but may not directly benefit our clients' accounts. Many of these products and services may be used to service all or some substantial number of our accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist us in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of our fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Institutional also offers other services intended to help us manage and further develop our business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to us. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to us. Schwab Institutional may also provide other benefits to our employees such as educational events or occasional business entertainment. In evaluating whether to recommend or require that our clients custody their assets at Schwab, we may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a conflict of interest since our recommendation that our clients maintain accounts at Schwab may be based in part on the availability to the Firm of all or some of the products or services described above.

Please refer to the sections on Fees and Compensation and on Other Financial Industry Activities and Affiliations above for important information on our relationship with Purshe Kaplan Sterling Investments, a brokerage firm,

**Directed Brokerage:** As a matter of policy, WEALTHTRUST ARIZONA does not accept instructions from a client to direct that client's trade executions through a particular brokerage firm.

**Blocked Transactions:** We may group or block orders from time to time for the same security for more than one client account in order to more effectively execute the orders. This is what is known as a "block transaction". This process can create trading efficiencies, prompt attention to the order and improved price execution since the block transaction may be executed at various prices but averaged as

to price. Therefore, clients whose transactions are part of the block transaction will receive the same average price and trading costs. Where such block transactions are not fully executed, we will seek to allocate the executed portion of the block transaction on a basis which we consider fair to our clients over time. Generally, this will mean a pro rata allocation or allocation on a rotational basis although we may, in certain circumstances, allocate purchases or sales on some other basis, after consideration of factors such as taxability of the account, cash available for investment, asset mix of the account, objectives and restrictions of the account, company and industry concentrations, broker designations specified by the client, size of the execution versus the total order size, and partial positions versus full positions.

**Cross Transactions:** Generally, we do not buy or sell securities from one client account managed by us to another client account managed by us, referred to as a “cross transaction” although we may, from time to time, make an exception but will do so only when we have a reasonable belief that best execution can be achieved for all clients involved in the transaction and subject to all requirements for these transactions. We receive no transaction fee or commission from these transactions.

**Trade Errors:** Errors in executing client transactions may occur from time to time which we will seek to correct on a timely basis so that you will not incur a loss or other costs as a result of any such errors. No loss or costs resulting from the correction of such errors will be borne by you.

## **REVIEW OF ACCOUNTS**

Reviews and updates to our clients’ financial plans are conducted by the financial planner with primary responsibility for the plan, based upon changes in a client’s financial situation or objectives or as considered necessary based upon market condition, at least annually. It is the responsibility of the client to inform us of changes to their situation in order that we can modify the plan.

Accounts subject to our investment management services are reviewed on a quarterly basis by our compliance committee composed of our chief compliance officer, one senior financial planner and two associates. Factors which may trigger more frequent reviews include change in client investment objectives or circumstances such as retirement or a large contribution or withdrawal to or from an account, significant developments or events specific to a particular security held in the account, or significant market, economic or political developments.

We will provide you written reports concerning your account(s) with us on at least a quarterly basis. These quarterly reports will include details of the date of purchase and cost basis for each security as well as market value and the current and historical performance for the account, separated by asset classes and possibly grouped with other accounts related to you. The report you receive from us will track all activity including income earned, contributions, withdrawals and capital gains. This report will

also include an invoice for our quarterly fee. You should also receive written reports directly from your custodian concerning your account(s) which generally contain information relating to all transactions and other account activity.

## **CLIENT REFERRALS AND OTHER COMPENSATION**

We may from time to time enter into written agreements with other persons or companies who refer potential clients to us in exchange for a referral or solicitor fee, which typically is a percentage of the fee we receive from the referred client for our services. This means that the persons or companies who refer potential clients to us as described will have a financial interest in your selecting us to provide you services. If you are referred to us through an arrangement like this, you will receive a written document which will disclose that we have an arrangement with the solicitor, any affiliation between us and the solicitor, and a description of the compensation the solicitor will receive from us if you establish an account with us. The fee we charge you for our services will not be increased as a result of our use of these referral arrangements

We may also provide financial incentives to our employees, including our portfolio managers, who refer potential clients to us for our services. Thus, the employee may receive a financial benefit as a result of the selection of WEALTHTRUST ARIZONA by the client for our services

Please refer to the section on Brokerage Practices in our brochure for information on other economic benefits we may receive for providing services to you.

## **CUSTODY**

In addition to any account statements you may receive from us, you will receive account statements directly from your custodian at least quarterly. You should carefully review these statements and compare these statements to statements you receive from us for any discrepancies. You should also remember that the statements you receive from your custodian are your official record of your accounts and assets for tax purposes.

## **INVESTMENT DISCRETION**

We will accept discretionary investment authority over your assets if you agree to such an arrangement. This is typically accomplished through execution of a limited trading authority contained in your client agreement with us or through similar authority contained in a wrap fee arrangement you may execute with the brokerage firm which established the wrap fee arrangement. When executing your client agreement with us, on exception discretionary investment authority may be limited to us although this may impact the level of services we can provide you. You may also place restrictions on our authority

such as instructions not to make investments in certain industries or to not sell certain investments you may have due to possible adverse tax consequences to you.

#### **VOTING CLIENT SECURITIES**

We will not vote proxies or render any advice on proxies solicited by or with respect to certain investments in your account except as otherwise required. We will not forward to you any proxy or litigation materials we receive, electronically or otherwise. You should contact your custodian directly and instruct it to make arrangements for your proxy or litigation materials to be forwarded directly to you or your representative.

We will not take any action or render any advice on investments in your accounts which become subject to class actions or related litigation or other matters such as mergers, acquisitions, tender offers, bankruptcy proceedings or other events. We may provide you limited assistance upon request on an informal basis.

#### **FINANCIAL INFORMATION**

This section does not apply to WEALTHTRUST ARIZONA, LLC as we have never filed for bankruptcy nor are we subject to any financial conditions which could impair our ability to meet our obligations to you.