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This brochure provides information about the qualifications and business practices of Swaine & Leidel Wealth Services, LLC. If you have any questions about the contents of this brochure, please contact us at the telephone number and/or e-mail address above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or any state securities authority.

Swaine & Leidel Wealth Services, LLC is a registered investment advisor. Registration of an investment advisor does not imply any level of skill or training. The verbal and written communications of an investment advisor provide you with information you need to determine whether to hire or retain the advisor.

Additional information about Swaine & Leidel Wealth Services, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.



PART 2A
ITEM 2: MATERIAL CHANGES

Our previous amendment was dated July 5, 2018. Since our last amendment, we have updated Item 5 to provide more information about our fees.

This item will be updated with the next annual updating amendment to reflect material changes to the Part 2.

ITEM 3

TABLE OF CONTENTS

Item 1: Cover Sheet	
Item 2: Material Changes	
Item 3: Table of Contents	
Item 4: Advisory Business	1
Who we are	1
Services we offer.....	1
Assets under management.....	2
Item 5: Fees and Compensation	2
Investment Management Services.....	2
Intelligent Portfolio Program	3
Digital Wealth Management	3
Financial Consulting and Analysis	3
Other Costs Involved	3
Conflicts of Interest.....	4
Item 6: Performance-Based Fees and Side-By-Side Management	4
Item 7: Types of Clients.....	4
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss.....	4
Item 9: Disciplinary Information	5
Item 10: Other Financial Industry Activities and Affiliations	5
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	5
Code of Ethics.....	5
Personal Trading for Associated Persons.....	6
Item 12: Brokerage Practices	6
The Custodian and Brokers We Use	6
How We Select Brokers/Custodians	6
Your Brokerage and Custody Costs.....	7
Products and Services Available to Us From Schwab	7
Intelligent Portfolio Program	8
Aggregation of Orders	8
Item 13: Review of Accounts.....	9
Investment Management	9
Financial Consulting and Analysis	9
Item 14: Client Referrals and Other Compensation.....	9
Item 15: Custody.....	9
Item 16: Investment Discretion.....	10
Item 17: Voting Client Securities.....	10
Item 18: Financial Information	10

ITEM 4: ADVISORY BUSINESS

Who we are

Swaine & Leidel Wealth Services, LLC (referred to as “we,” “our,” “us,” or “Swaine & Leidel”), became registered as an investment advisor in October, 2012. Our principals are J. William Swaine and G. David Leidel, Managing Members.

Services we offer

We provide investment management services that include the development, presentation and implementation of investment recommendations, and ongoing supervision and management of client investment assets. Other services include tax-related management and reporting, periodic rebalancing, semi-annual and annual reviews with clients.

In addition, we offer investment consulting, estate planning consulting, financial divorce analysis, and retirement income consulting services.

We tailor our services to the individual needs of the client through the use of a risk analysis questionnaire and the development of a personal profile. Clients may not impose restrictions on the types of investments made, as long as those investments fall within the investment guidelines agreed to with the client.

Intelligent Portfolio Program

We offer an automated investment program (the “Program”) through which clients are invested in a range of investment strategies we have constructed and manage, each consisting of a portfolio of exchange-traded funds (“ETFs”) and a cash allocation. The client’s portfolio is held in a brokerage account opened by the client at Charles Schwab & Co., Inc. (“Schwab”). We use the Institutional Intelligent Portfolios® platform (“Platform”), offered by Schwab Performance Technologies (“SPT”), a software provider to independent investment advisors and an affiliate of Schwab, to operate the Program. We are independent of and not owned by, affiliated with, or sponsored or supervised by SPT, Schwab, or their affiliates (together, “Schwab”). We, and not Schwab, are the client’s investment advisor and primary point of contact with respect to the Program. We are solely responsible, and Schwab is not responsible, for determining the appropriateness of the Program for the client, choosing a suitable investment strategy and portfolio for the client’s investment needs and goals, and managing that portfolio on an ongoing basis. We have contracted with SPT to provide us with the Platform, which consists of technology and related trading and account management services for the Program. The Platform enables us to make the Program available to clients online and includes a system that automates certain key parts of our investment process (the “System”). The System includes an online questionnaire that helps us determine the client’s investment objectives and risk tolerance and select an appropriate investment strategy and portfolio. Clients should note that we will recommend a portfolio via the System in response to the client’s answers to the online questionnaire. The System also includes an automated investment engine through which we manage the client’s portfolio on an ongoing basis through automatic rebalancing and tax-loss harvesting (if the client is eligible and elects).

We charge clients a fee for our services as described below under Item 5 Fees and Compensation. Our fees are not set or supervised by Schwab. Clients do not pay brokerage commissions or any other fees to Schwab as part of the Program. Schwab does receive other revenues in connection with the Program.

We do not pay SPT fees for the Platform so long as we maintain \$100 million in client assets in accounts at Schwab that are not enrolled in the Program. If we do not meet this condition, then we pay SPT an annual licensing fee of 0.10% (10 basis points) on the value of our clients' assets in the Program. This fee arrangement gives us an incentive to recommend or require that our clients with accounts not enrolled in the Program be maintained with Schwab.

Digital Wealth Management

The digital wealth management platform is an online financial planning program for individual investors. It provides software with financial planning and account aggregation technology. The subscription includes software access, weekly market commentary, and monthly newsletters on a variety of financial topics to support subscribers in their personal pursuit of their financial goals.

The Second Half Team Wrap Program

We act as the sponsor and portfolio manager to the The Second Half Team Wrap Program ("Wrap Program"). In this instance, we are considered to be the sponsor of the Wrap Program because you pay one fee which includes all advisory fees and transaction costs. We provide all portfolio management services and receive all compensation for the wrap program. Paying fees as part of a Wrap Program could cost you more or less than purchasing investment management and brokerage services separately. If you elect to direct us to use a broker/dealer other than Charles Schwab & Co., Inc. you will not participate in the Wrap Program and are responsible for paying all transaction costs related to trades placed in your account.

Assets under management

As of July 5, 2018, we manage \$111.8 million on a discretionary basis. We have no non-discretionary assets under management.

ITEM 5: FEES AND COMPENSATION

Investment Management Services

Fees for investment management services are calculated as a percentage of assets under management. These fees are billed monthly or quarterly in arrears, based on the assets under management as of the last day of the month or calendar quarter. Following is our standard fee schedule.

<u>Assets under Management</u>	<u>Annual Fee</u>
Up to \$500,000	1.75%
\$500,001 - \$2,000,000	1.25%
2,000,001 - \$5,000,000	1.00%
Over \$5,000,000	0.75%

You may provide authorization for us to deduct our fees directly from your investment account.

- You must provide authorization in our contract with you for us to deduct fees.
- You will receive a detailed invoice each quarter which outlines our fees and how they are calculated at the same time we request payment from the custodian.

- You will receive a statement from your custodian which shows all transactions in your account, including the deduction of our fee.

You may elect to pay by check rather than having payment deducted directly from your account.

Our fees may be reduced or waived at the sole discretion of Swaine & Leidel. For any calendar quarter in which Swaine & Leidel manages a client's account for less than a full calendar quarter, fees will be prorated for the percentage of the calendar quarter for which the client's account is under management. You may end our advisory relationship by providing written notice. We will prorate the advisory fees earned through the termination date and send you an invoice for the advisory fees due.

Intelligent Portfolio Program

Swaine & Leidel's fee to participate in this program is 0.4% per year of the assets under management. These fees are billed monthly in arrears, based on the account value as of the last day of the month. Swaine and Leidel pays a portion of this fee to SPT.

Digital Wealth Management

This is a subscription service. Clients pay a non-refundable initial Platform access fee of \$125. Clients then have the option to subscribe using one of the following:

- 1) Monthly fee of \$125, payable in arrears on the last business day of each month.
- 2) Annual fee of \$997. In this case, the subscriber will pay ½ of the fee at the inception of the agreement and ½ on the last business day of the sixth calendar month following the inception of the agreement.

The payments are automatic, so you must call to stop the billing. The annual rates are discounted so there are no refunds per the agreement.

Financial Consulting and Analysis

Services are provided for an hourly fee of \$250. For larger projects, a deposit of \$2,500 will be requested at the inception of the relationship. You will receive an invoice upon completion of the services that is payable upon receipt. You may pay for financial planning services by check.

You may end our relationship at any time by providing written notice. Upon cancellation, we will present you with an invoice for time spent. This invoice is payable upon receipt. If a deposit was received, the deposit will be applied to the amount due, and an invoice for the balance will be provided. If there is a credit a refund will be provided to you.

We have a conflict of interest when providing financial planning advice. When you implement any plan we prepare for you, we receive the customary fees as disclosed in the following conflicts of interest section. You are not required to employ us to implement the plan, or to implement the plan at all.

Other Costs Involved

In addition to our fees shown above, you are responsible for paying fees associated with investing your account. These fees include:

- mutual fund loads (if applicable). These charges are paid to brokers as a form of commission.
- management fees for ETFs and mutual funds. These are fees charged by the managers of the ETF or mutual fund and are a portion of the expenses of the ETF or mutual fund.
- brokerage costs and transaction fees for any securities or fixed income trades. These are generally charged by your custodian and/or executing broker.

Additional information about brokerage costs and services is provided in “Item 12: Brokerage Practices.”

We believe the fees mentioned above are competitive; however you may be able to obtain similar services from other sources at a lower price.

Conflicts of Interest

Messrs. Swaine and Leidel are affiliated with various insurance agencies. If you elect to implement insurance recommendations through Mr. Swaine or Mr. Leidel, he will receive the normal and customary commissions. In these situations, a conflict of interest exists between the interests of the client and Swaine & Leidel. Clients of Swaine & Leidel are under no obligation to implement insurance recommendations through Mr. Swaine or Mr. Leidel.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

We do not receive performance fees for managing accounts.

ITEM 7: TYPES OF CLIENTS

Our clients are typically individuals, trusts and foundations. We do not require that clients have a minimum asset value in order to provide advice.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

We follow the principles of asset and tactical allocation to construct diversified investment portfolios that are designed for the long-term and are based on each client’s personal circumstances (goals, time horizon, risk tolerance, tax considerations).

Exchange Traded Funds (ETFs) are subject to market risk, including the possible loss of principal. The value of the portfolio will fluctuate with the value of the underlying securities. ETFs trade like a stock, and ETFs may trade for less than their net asset value. Diversification does not ensure a profit and may not protect against loss in declining markets. ETFs may have underlying investment strategy risks similar to investing in commodities, bonds, real estate, international markets or currencies, emerging growth companies, or specific sectors. When investing in bonds, it is important to note that as interest rates rise, bond prices will fall. Due to their narrow focus, sector-based investments typically exhibit greater volatility. There are special considerations associated with international investing, including the risk of currency fluctuations and political and economic events. Investing in emerging markets may involve greater risk and volatility than investing in more developed countries.

Mutual Funds are subject to market risk, including the possible loss of principal. The value of the portfolio will fluctuate with the value of the underlying securities. Diversification does not ensure a profit and may not protect against loss in declining markets. Mutual Funds may have underlying investment strategy risks similar to investing in commodities, bonds, real estate, international markets or currencies, emerging growth companies, or specific sectors. When investing in bonds funds, it is important to note that as interest rates rise, bond prices will fall. Due to their narrow focus, sector-based investments typically exhibit greater volatility. There are special considerations associated with international investing, including the risk of currency fluctuations and political and economic events. Investing in emerging markets may involve greater risk and volatility than investing in more developed countries.

All investments involve different degrees of risk.

Although we do a great amount of work to determine in advance a client's risk tolerance, it is important to understand that investing money involves many risks, including the risk of loss of principal, and clients should be prepared to bear this risk. We cannot guarantee any particular investment outcome.

ITEM 9: DISCIPLINARY INFORMATION

Registered investment advisors are required to disclose any material facts regarding any legal or regulatory disciplinary actions that would be material to your evaluation of the investment advisor and each investment advisor representative providing investment advice to you. We have no information of this type to report.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

William Swaine and David Leidel are both insurance agents. Please refer to the "Conflicts of Interest" section in "Item 5: Fees and Compensation" for additional disclosures about these relationships.

William Swaine and David Leidel are both managing members of U.S. Tax, LLC a consulting firm that assists its clients with preparing tax returns and representing them before the IRS. Because of the limited amount of time spent on this activity, it does not create a conflict of interest. Clients of Swaine & Leidel are under no obligation to use U.S. Tax, LLC.

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

Code of Ethics

We have adopted a set of enforceable guidelines (Code of Ethics), which describes unacceptable conduct by Swaine & Leidel and our associated persons. Summarized, this Code of Ethics prohibits us from:

- placing our interests before yours,
- using non public information gathered when providing services to you for our own gains, or
- engaging in any act, practice or course of business that is, or might be considered, fraudulent, deceptive, manipulative, or in violation of any applicable law, rule or regulation of a governmental agency.

Please contact us if you would like to receive a full copy of this Code of Ethics.

Personal Trading for Associated Persons

We may buy or sell some of the same securities for you that we already hold in our personal account. We may also buy for our personal account some of the same securities that you already hold in your account. It is our policy not to permit our associated persons (or their immediate relatives) to trade in a way that takes advantage of price movements caused by your transactions.

We may restrict trading for a particular security for our accounts or those of our associated person if there is a pending trade in that security in a client account. Trades for our accounts (and those of our associated persons) will be placed after client trades have been completed. Additional information about block trades is provided in the Aggregation of Orders section of “Item 12: Brokerage Practices.” When our trades are placed after our client trades, we may receive a better or worse price than that received by the client.

Swaine & Leidel and its associated persons may purchase or sell specific securities for their own account based on personal investment considerations without regard to whether the purchase or sale of such security is appropriate for clients.

All persons associated with us are required to report all personal securities transactions to us quarterly.

ITEM 12: BROKERAGE PRACTICES

The Custodian and Brokers We Use

We do not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see “Item 15: Custody”). Your assets must be maintained in an account at a “qualified custodian,” generally a broker/dealer or bank. We require that our clients use Charles Schwab & Co., Inc. (“Schwab”), a FINRA-registered broker/dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we require that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. If you do not wish to place your assets with Schwab, then we cannot manage your account. Not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account, as described in the next paragraph.

How We Select Brokers/Custodians

We seek to use a custodian/broker who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)

- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Availability of other products and services that benefit us, as discussed below (see “*Products and Services Available to Us From Schwab*”)

Your Brokerage and Custody Costs

For our clients’ accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. In addition to commissions, Schwab charges you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account.

Products and Services Available to Us From Schwab

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab’s business serving independent investment advisory firms like us. They provide our clients and us with access to its institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. We do not pay SPT fees for the Platform so long as we maintain \$100 million in client assets in accounts at Schwab that are not enrolled in the Program. If we do not meet this condition, then we pay SPT an annual licensing fee of 0.10% (10 basis points) on the value of our clients’ assets in the Program. This fee arrangement gives us an incentive to recommend or require that our clients with accounts not enrolled in the Program be maintained with Schwab.

Here is a more detailed description of Schwab’s support services:

Services That Benefit You.

Schwab’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab’s services described in this paragraph generally benefit you and your account.

Services That May Not Directly Benefit You.

Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or some substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

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

Services That Generally Benefit Only Us.

Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

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

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

Intelligent Portfolio Program

Client accounts enrolled in the Intelligent Portfolio Program are maintained at, and receive the brokerage services of, Schwab. Schwab may aggregate purchase and sale orders for ETFs across accounts enrolled in the Program, including both accounts for our clients and accounts for clients of other independent investment advisory firms using the Platform.

Aggregation of Orders

There are occasions on which portfolio transactions will be executed as part of concurrent authorizations to purchase or sell the same security for another client.

We may choose to block (aggregate) trades for your account with those of other client accounts. When we place a block trade, all participants included in the block receive the same price per share on the trade. The price is calculated by averaging the price of all of the shares traded. Due to the averaging of price

over all of the participating accounts, aggregated trades could be either advantageous or disadvantageous. Commission costs are not averaged. You will pay the same commission whether your trade is placed as part of a block or on an individual basis. The objective of the aggregated orders will be to allocate the executions in a manner that is deemed equitable to the accounts involved.

For clients enrolled in the Intelligent Portfolio Program, Schwab may aggregate purchase and sale orders for ETFs across accounts enrolled in the Program, including both accounts for our clients and accounts for clients of other independent investment advisory firms using the Platform.

ITEM 13: REVIEW OF ACCOUNTS

Investment Management

All accounts are reviewed quarterly by G. David Leidel, Jr. and J. William Swaine, both Principals. All accounts are reviewed in relation to their target portfolio weights, market movements, changes in fund recommendations, and shifts in target asset allocations.

We do not provide regular reports to investment management clients. These clients will receive statements directly from Schwab which contain information about all transactions made in the account.

Financial Consulting and Analysis

Some clients may request ongoing review of plans we create. We review the documents and performance of these ongoing plans and have a face-to-face meeting on an annual basis. More frequent review may be done by client request. All reviews are performed by Will Swaine or David Leidel, Managing Members.

Other than the plan generated by the review of the client account, we do not provide reports to clients.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see “Item 12: Brokerage Practices”). The availability to us of Schwab’s products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

We do not directly or indirectly compensate anyone for client referrals.

ITEM 15: CUSTODY

Under government regulations, we are deemed to have custody of your assets if, for example, you authorize us to instruct Schwab to deduct our advisory fees directly from your account. Schwab maintains actual custody of your assets. You will receive account statements directly from Schwab at least quarterly, which you should carefully review promptly when you receive them. . They will be sent to the email or postal mailing address you provided to Schwab.

ITEM 16: INVESTMENT DISCRETION

As one of the conditions of managing your account, you are required to provide discretionary authority for us to manage your assets. Discretionary authority means that you are giving us a limited power of attorney to place trades on your behalf. This limited power of attorney does not allow us to withdraw money from your account, other than advisory fees if you agree to give us that authority.

You grant us discretionary authority by completing the following items:

- Sign a contract with us that provides a limited power of attorney for us to place trades on your behalf. Any limitations to the trading authorization will be added to this agreement.
- Provide us with discretionary authority on the new account forms that are submitted to the broker/dealer acting as custodian for your account(s).

Clients may place reasonable limitations on our discretionary authority with respect to legacy positions held in the account. All such restrictions must be provided in writing.

ITEM 17: VOTING CLIENT SECURITIES

We do not accept the authority to vote proxies on your behalf, but will provide guidance about how to specific vote proxies upon request. You will receive proxies and other related paperwork directly from your custodian.

ITEM 18: FINANCIAL INFORMATION

We do not charge or solicit pre-payment of more than \$1,200 in fees per client six months or more in advance. We have never filed for bankruptcy and are not aware of any financial conditions that are reasonably likely to impair our ability to meet our contractual obligations to clients.