

**FORM ADV PART 2A**

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## **Outlook Wealth Advisors, LLC**

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ADV PART 2A  
Client Brochure

August 14, 2018

This Brochure provides information about the qualifications and business practices of Outlook Wealth Advisors, LLC (“OWA,” the “Firm,” “we,” “us,” or “our”). If you have any questions about the contents of this Brochure, please contact Elsa Cazares, Chief Compliance Officer at 281-872-1515. 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.

OWA is a registered investment advisor. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications provided by an adviser contains information that can help you determine whether to hire or retain an adviser.

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

## **MATERIAL CHANGES (Item 2)**

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***This version of our Brochure dated August 14, 2018 is an interim amendment to our initial brochure filing.***

Since our initial brochure filing on May 29, 2018, there have been no material changes.

Investment advisers are required to prepare a disclosure document such as this one, commonly referred to as a “Brochure,” that describes the adviser and its business practices. Pursuant to SEC rules, OWA is required to update our Brochure at least annually and provide Clients and prospective Clients with a summary of any material changes made to this Brochure since the previous annual amendment.

Pursuant to SEC Rules, we will ensure that you receive a summary of any materials changes to this and any subsequent Brochures within 120 days of the end of our fiscal year. We may also provide information about material changes as necessary between annual updates to our Brochure.

We will deliver a complete copy of our Brochure upon your request at any time during the year. Please contact Elsa Cazares, Chief Compliance Officer, at 281-872-1515, to request a brochure.

Additional information about OWA is also available via the SEC’s web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about any persons affiliated with OWA who are registered as investment adviser representatives of OWA.

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## **ADVISORY SERVICES (Item 4)**

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### **About Our Business**

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Outlook Wealth Advisors, LLC (“OWA”) is a wealth management company that provides financial planning, selection of other investment advisers, educational seminars, and investment management services.

OWA is a Texas limited liability company which conducts advisory business in the states of Texas, Florida and Oklahoma. OWA was formed in 2011 and is located in The Woodlands, Texas. OWA is wholly owned by Outlook Wealth Financial Services, LLC. The principal owners of Outlook Wealth Financial Services, LLC are J. Allen Neuenschwander, Michael Neuenschwander, and Elsa Cazares, who have been working together in the financial services industry since 2000. OWA was formed as an independent Registered Investment Adviser in 2018. Allen is the managing member of our Firm.

### **Types of Services**

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The Firm provides investment advisory services to individuals, families, and small business owners. We assist Clients in developing financial strategies primarily for retirement planning, covering the areas of income planning, investment planning, tax and distribution planning, as well as legacy planning. The range of goals for our Clients range from preservation of capital to growth for themselves, their heirs, or beneficiaries. A more detailed explanation of our services is as follows:

#### **1. Financial Planning**

We prepare comprehensive financial plans, under a financial planning engagement, to assist Clients in reaching their financial and retirement goals. The Firm develops plans and provides consultations by evaluating data relating to a Client’s personal financial profile, investment objectives and goals, risk tolerance, and tax status. Our financial plans may include information regarding retirement planning, income and distribution planning, college planning, long-term care needs, and estate planning issues. Our comprehensive plans may also include information or analyses with respect to tax liabilities or risks.

In most cases, you, as a potential Client, will supply OWA with information regarding income, investments, savings, insurance, age, and many other items that are helpful to the Firm in assessing your financial goals. The information is typically provided during personal interviews and supplemented with written information. Once the information is received, we will discuss your financial needs and goals with you and compare your current financial situation with your stated goals and objectives. Once these are compared, we will create a financial and/or investment plan to help you meet your goals.

The plan is intended to be a blueprint of how to meet your goals. Not every plan will be the same for every Client, and each plan is specific to the Client who requested it. Because the plan is based on information supplied by you, it is important that you accurately and completely communicate to us the information we need. Also, your circumstances and needs may change as your engagement with us progresses. It is very important that you continually update us with any changes so that if the updates require changes to your plan, we can make those changes.

## 2. Financial Consulting

To the extent requested by a Client, OWA may provide financial consulting services on a stand-alone basis. This service can cover specific or multiple topics as desired by the Client. Prior to engaging OWA to provide consulting services, Clients are generally required to enter the Financial Consulting Services Agreement with OWA. The Financial Consulting Services Agreement will list the specific areas that OWA is expected to consult with the Client over.

## 3. Investment Management

We offer both discretionary and non-discretionary investment management services, under an investment management engagement, tailored to meet our Clients' investment goals and objectives. These services consist of asset allocation, portfolio construction, managing assets, and trading strategies. OWA may recommend third-party money managers to its Clients for asset management and other investment advisory services. OWA requires each Client to place at least \$250,000 with the Firm or an affiliate of the Firm. This minimum may be waived at the sole discretion of OWA.

When recommending third-party advisers to Clients, OWA will assist you with identifying your risk tolerance and investment objectives. We recommend third-party money managers in relation to your stated investment objectives and risk tolerance. OWA has authority to hire and fire third-party managers based on the Clients' individual needs.

Although OWA reviews the performance of numerous third-party investment adviser firms, OWA enters into only a select number of relationships with third-party investment adviser firms with which we have agreed to pay a portion of the overall fee charged to our Clients.

Clients are advised that there may be other third-party managed programs not recommended by the Firm that are suitable for the Client and that may be more or less costly than arrangements recommended by the Firm. No guarantees can be made that a Client's financial goals or objectives will be achieved by a third-party investment adviser recommended by the Firm. Further, no guarantees of performance can ever be offered by the Firm (please refer to *Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss* for more details.)

You will receive written or electronic confirmations from your account custodian after any changes are made to your account. You will also receive statements at least quarterly from your account custodian. Clients engaging us on a discretionary basis will be asked to grant such authority upon signing our Investment Management Agreement. Our Investment Management Agreement outlines the responsibilities of both the Client and OWA.

When a Client engages us to provide investment management services on a non-discretionary basis, we monitor the accounts in the same way as for discretionary services. The difference is that changes to your account will not be made until we have confirmed with you (either verbally or in writing) that our proposed change is acceptable to you.

Our advice regarding securities encompasses stocks, fixed income securities, mutual funds, exchange traded funds, and other securities.

#### 4. Pension Consulting Services

In limited circumstances, OWA will work with Clients or small business to evaluate company retirement plan needs. This evaluation will focus on the retirement plan options available, such as 401k, SEP, SIMPLE, Cash Balance, or other pension plans. Based on income tax treatment, available cash to fund the plan, cost to implement a plan, and overall desire of the plan (plan primarily to benefit employees or a plan primarily to allow the owner to shelter current income from taxation), OWA will provide recommendations as to the type of plan and may assist in implementing said plan.

#### 5. Educational Workshops

OWA regularly provides educational workshops that cover general financial and investment topics. Workshops are always offered on an impersonal basis and do not focus on the individual needs of participants.

### **Tailored Services**

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Our advice and services are based on the individual needs of our Clients as determined after analyzing and thoroughly evaluating the Client's goals, objectives, investment horizon, and risk tolerance. Clients may impose reasonable restrictions on investing in certain asset classes or any specific types of securities by advising their investment adviser representative of such restrictions.

### **Assets under Management**

As of May 29, 2018, we do not currently have assets under management as we are a newly registered firm.

**FEES AND COMPENSATION (Item 5)**

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**Financial Planning Fees**

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For financial planning Clients, the financial plan is created and provided pursuant to a written agreement, the basic terms of which are described below. Typically, we charge a flat fee from \$750 to \$1,500 depending on the complexity of the situation and planning. This rate may be negotiated at the sole discretion of OWA.

Upon the Client's acceptance of the estimate for Financial Planning services, a fifty percent (50%) deposit, based upon the estimate, is due to the Firm prior to commencing services. The remaining balance of fees for financial planning services is paid upon completion and delivery of the financial plan. Financial Plans are delivered within four (4) months of commencing services, unless otherwise agreed to by both the Client and OWA. Upon delivery, we will provide a final fee invoice that identifies the amount owing for our services, and the remaining balance due for services after crediting the deposit. Invoices will be transmitted to Clients either in person, electronically, or by mail, and are due upon receipt.

**Financial Consulting Fees**

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OWA offers services based on a negotiated fixed fee relative to the complexity and unique Client needs. The fees for financial consulting services may be waived by OWA in certain circumstances. As the circumstances are specific to each financial consulting Client relationship, the investment advisory representative will make the determination as to whether or not fees will be charged after initial consultations with the Client.

**Investment Management Fees**

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OWA's annual investment advisory fee for discretionary and/or nondiscretionary investment advisory services is negotiable and does not usually exceed 1.65% of the total assets placed under OWA's management/advisement.

The fee is negotiable at the adviser's sole discretion, and not all Clients of the adviser will be charged the same fee or according to the same fee schedule. The fee will be calculated based upon a percentage of the market value of the assets under OWA's management as of the last business day of the preceding quarter. Fees shall be billed quarterly, in advance, at the beginning of each quarter, based upon the agreed annual percentage rate in the Clients' investment advisory agreement. For purposes of determining the Client's assets under management, any accounts owned by members of Client's household may, at the option of adviser, be aggregated.

Fees shall be based on the market value of the assets under management on the last business day of the previous quarter (e.g., January through March billing statements are transmitted approximately January 1 based on balance on December 31). The amount of the advisory fee charged for the quarter in which the Account is established shall be in proportion to the number



of days remaining in the quarter and shall be based upon the average daily balance in the Account(s) between the date of funding and the end of the quarter. Fees on amounts deposited during a quarter will be assessed in arrears for the quarter in which the deposit was made. Credits for withdrawals made during a quarter will be issued in the same manner.

If we retain a third-party manager, sub-adviser, or co-adviser (“Sub-Adviser”) to assist in the management of your account(s), we will pay the management fees of the Sub-Adviser and you will incur no additional fees, except as provided herein. Sub-Advisers generally have account minimum requirements that will vary. Account minimums are generally higher on fixed income accounts than for equity-based accounts.

Generally speaking, the use of Sub-Advisers causes OWA to incur expenses it would not otherwise incur if the Client’s account was managed directly by OWA. If the costs of directly providing such management were not considered, this could incentivize OWA not to retain Sub-Advisers, which would create a conflict of interest. However, OWA considers the totality of services provided by Sub-Advisers and the total costs to the Client in deciding whether to retain Sub-Advisers.

Clients may terminate their Agreement with OWA as follows:

(1) for new Clients, Clients may, without penalty, terminate upon receipt of written notice within five (5) business days after entering into the Agreement; or

(2) Thereafter, upon receipt of written notice, by either Client or OWA.

In the event of termination after five (5) business days from the execution of this Agreement, Clients will be entitled to a prorated refund of any prepaid advisory fee based upon the number of days remaining in the quarter after the termination date. Clients can contact OWA at the address or phone number indicated on Page 1 of this disclosure brochure for a refund for unearned prepaid fees. Any fee corrections or refunds will be provided to the Client at the end of the quarter in which the fee was deducted from the Client’s account.

Under this program, the Client may incur additional charges, including but not limited to mutual fund sales loads, 12b-1 fees and surrender charges, and IRA and qualified retirement plan fees.

Therefore, OWA has a conflict of interest in that it will only use or recommend Sub-Advisers or other third-party investment advisers that have a relationship with OWA and have met the conditions of our due diligence review. There may be other third-party money managers that may be suitable for you that may be more or less costly. No guarantees can be made that your financial goals or objectives will be achieved. Further, no guarantees of performance can be offered.

For some Clients, investment adviser representatives of OWA still also serve as investment adviser representatives of Global Financial Private Capital, LLC (“Global”). For those Clients, the representative is paid a portion of the fee charged and collected by Global for direct management of the accounts. Please see Global’s brochure for further information.

**Transaction Charges:**

Brokerage commissions, transaction charges, handling fees, custodial fees, service charges, ticket charges, asset-based trading fees, and other similar charges incurred in connection with transactions for the Accounts or other services rendered by a custodian are in addition to the investment management fees paid to the adviser and must be paid by Client. Client agrees to be responsible for all additional fees and charges for which Client becomes obligated under any separate agreement with the Custodian.

Mutual funds and similar investment vehicles pay managers to manage the assets of the fund. The expenses of the fund, including said management fees, are deducted from all of the fund assets, are chargeable against the net asset value of fund shares owned by the Client, and are therefore borne separately by the Client. A description of the types of fees and expenses actually charged by a particular investment are described in the prospectus or contract, as applicable, of the particular investment.

OWA may, on occasion, aggregate trades for Clients and provide Clients an average execution price. The fixed transaction costs charged by the broker-dealer for these aggregated trades will be assessed on an individual pro-rata basis.

**Pension Consulting Fees**

OWA offers services based on a negotiated fixed fee relative to the complexity and unique Client needs. The fees for pension consulting services may be waived by OWA in certain circumstances. As the circumstances are specific to each pension consulting Client relationship, the investment advisory representative will make the determination as to whether or not fees will be charged after initial consultations with the Client.

**Educational Workshop Fees**

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Some educational workshops may charge a nominal fee to recover costs associated with the production of the workshop. The cost to attend the workshops is typically the cost to cover materials provided (typically \$25 to \$50), but may be waived at the sole discretion of OWA.

**PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT (Item 6)**

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OWA does not charge performance-based fees and we do not conduct side-by-side investment management services.

**TYPES OF CLIENTS (Item 7)**

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OWA's Clients shall generally include individuals, families, business entities, trusts, estates, and charitable organizations. OWA does not have a minimum account size for opening or maintaining an account. OWA does recognize that certain portfolios used by Third Party Money Managers do have certain minimums for opening and maintaining accounts. The Client will be given said information if applicable to the advisory services utilized by OWA.

OWA requires each Client to place at least \$250,000 with the Firm or an affiliate of the Firm. This minimum may be waived at the sole discretion of OWA.

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**METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS (Item 8)**

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Investment Strategies

OWA does not provide direct asset management services. However, in the selection of other asset managers for Clients, OWA utilizes numerous investment strategies to implement any investment advice given to Clients. These strategies may include Long Term purchases (securities held at least a year), Short Term purchases (securities sold within a year), Trading (securities sold within 30 days), and Option Writing (including covered options, uncovered options or spreading strategies). Investments are made in equities, exchange-traded funds ("ETFs"), and pooled investment funds such as mutual funds or derivatives of any of the foregoing. The frequent trading of securities may have a positive or negative impact on investment performance. Performance from active trading can be lowered due to an increase in brokerage and other transaction costs.

**Fundamental** – This is a method of evaluating a security by attempting to measure its intrinsic value by examining related economic, financial and other qualitative and quantitative factors. Fundamental analysts attempt to study everything that can affect the security's value, including macroeconomic factors (like the overall economy and industry conditions) and individually specific factors (like the financial condition and management of a company). The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). Fundamental analysis is considered to be the opposite of technical analysis. Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

The risk associated with fundamental analysis is that it is somewhat subjective. While a quantitative approach is possible, fundamental analysis usually entails a qualitative assessment of how market forces interact with one another in their impact on the investment in question. It is possible for those market forces to point in different directions, thus necessitating an interpretation of which forces will be dominant. This interpretation may be wrong, and could therefore lead to an unfavorable investment decision.

**Cyclical** –This method analyzes the investments sensitive to business cycles and whose performance is strongly tied to the overall economy. For example, cyclical companies tend to make products or provide services that are in lower demand during downturns in the economy and in higher demand during upswings. Examples include the automobile, steel, and housing industries. The stock price of a cyclical company will often rise just before an economic upturn begins, and fall just before a downturn begins. Investors in cyclical stocks try to make the largest gains by buying the stock at the bottom of a business cycle, just before a turnaround begins.

While most economists and investors agree that there are cycles in the economy that need to be respected, the duration of such cycles is generally unknown. An investment decision to buy at the bottom of a business cycle may actually turn out to be a trade that occurs before or after the

bottom of the cycle. If done before the bottom, then downside price action can result prior to any gains. If done after the bottom, then some upside price action may be missed. Similarly, a sell decision meant to occur at the top of a cycle may result in missed opportunity or unrealized losses.

### Risk of Loss

Past performance is not indicative of future results. Therefore, you should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities (including stocks, mutual funds, and bonds, etc.) involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. You should be prepared to bear investment loss including loss of original principal.

Because of the inherent risk of loss associated with investing, OWA is unable to represent, guarantee, or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines. There are certain additional risks associated with investing in securities through our investment management program, as described below.

There are always risks to investing. Clients should be aware that all investments carry various types of risk including the potential loss of principal that Clients should be prepared to bear. It is impossible to name all possible types of risks. Among the risks are the following:

- Political Risks. Most investments have a global component, even domestic stocks. Political events anywhere in the world may have unforeseen consequences to markets around the world.
- General Market Risks. Markets can, as a whole, go up or down on various news releases or for no understandable reason at all. This sometimes means that the price of specific securities could go up or down without real reason, and may take some time to recover any lost value. Adding additional securities does not help to minimize this risk since all securities may be affected by market fluctuations.
- Currency Risk. Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- Regulatory Risk. Changes in laws and regulations from any government can change the value of a given company and its accompanying securities. Certain industries are more susceptible to government regulation. Changes in zoning, tax structure or laws impact the return on these investments.
- Tax Risks Related to Short Term Trading. Clients should note that OWA may engage in short-term trading transactions. These transactions may result in short term gains or losses for federal and state tax purposes, which may be taxed at a higher rate than long term strategies. We endeavor to invest Client assets in a tax efficient manner, but all

Clients are advised to consult with their tax professionals regarding the transactions in Client accounts.

- Risks Related to Investment Term. If you require Us to liquidate your portfolio during a period in which the price of the security is low, you will not realize as much value as you would have had the investment had the opportunity to regain its value, as investments frequently do, or had we been able to reinvest in another security.
- Purchasing Power Risk. Purchasing power risk is the risk that your investment's value will decline as the price of goods rises (inflation). The investment's value itself does not decline, but its relative value does, which is the same thing. Inflation can happen for a variety of complex reasons, including a growing economy and a rising money supply.
- Business Risk. These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- Liquidity Risk. Liquidity is the ability to readily convert an investment into cash. For example, Treasury Bills are highly liquid, while real estate properties are not. Some securities are highly liquid while others are highly illiquid. Illiquid investments carry more risk because it can be difficult to sell them.
- Financial Risk. Excessive borrowing to finance a business' operations decreases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- Default Risk. This risk pertains to the ability of a company to service their debt. Ratings provided by several rating services help to identify those companies with more risk. Obligations of the U.S. government are said to be free of default risk.
- Equity (stock) market risk – Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.
- Company Risk. When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on

strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.

- Fixed Income Risk. When investing in bonds, there is the risk that the issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- ETF and Mutual Fund Risk – When investing in an ETF or mutual fund, you will bear additional expenses based on your pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. You will also incur brokerage costs when purchasing ETFs.
- Management Risk – Your investment with OWA varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment will decrease.
- Options Risk – Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.

**DISCIPLINARY INFORMATION (Item 9)**

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OWA is required to disclose the facts of any legal or disciplinary events that are material to a Client's evaluation of its advisory business or the integrity of management. We do not have any required disclosures to report in response to this Item.



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**OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS (Item 10)**

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Neither our Firm nor any of our management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer. In addition, neither OWA nor any of its Investment Adviser Representatives (“IARs”) receive compensation for the sale of securities.

**Licensed Insurance Agents.** The representatives of OWA in their individual capacities are licensed insurance agents. OWA investment adviser representatives may offer certain insurance products through Outlook Wealth Insurance Services, LLC (OWIS), an affiliate of Outlook Wealth Financial Services, LLC. Any insurance product purchased through OWIS usually involves a commission from the Insurance provider.

OWIS receives marketing materials from Advisors Excel, an insurance marketing organization focused on helping independent advisers increase their life insurance and annuity business. While much of this material benefits the business of OWIS, (see above), OWA also utilizes the marketing material in connection with its advisory business. Advisors Excel receives marketing compensation in connection with some of the insurance products purchased by our Clients based on the recommendations of our representatives. Although the receipt of such marketing material is not conditioned upon any particular level of insurance business conducted by OWIS with Advisors Excel, the receipt of such material is implicitly based upon a continuation of the relationship between the two firms.

**Conflicts of Interest:** The recommendation by OWA Investment adviser representatives for a Client to purchase an insurance product presents a conflict of interest based upon (1) the incentive of the representative to receive a commission on the insurance product. or (2) the incentive of OWIS to continue to receive marketing materials from Advisors Excel. OWA manages the conflicts of interest by reviewing any proposed insurance products to determine if the product is suitable for the Client. Advisory Clients are not required to purchase insurance products or services recommended by the representative, nor are they required to purchase them through OWIS.

We also have arrangements with unaffiliated third party providers, including FocusPoint Solutions, Inc. (“FPS”) an Oregon Corporation and SEC registered investment adviser (collectively, “Third Party Providers”), to provide certain services in regards to Client accounts. These services may include, but are not limited to, the following:

- Back office administration,
- Research,
- Due diligence,
- Reporting, and
- Portfolio analysis.

Generally, Third Party Providers will have little or no direct contact with our Clients. Third Party Providers will not enter into any advisory contracts directly with our Clients. Third Party Providers provide services directly to us and we are responsible for communications with our Clients.

Dually-Registered Investment Adviser Representatives. Investment adviser representatives of our Firm are also registered as investment adviser representatives of Global Financial Private Capital, LLC ("Global"), an SEC-registered investment adviser (CRD #132070). OWA and Global are not affiliated. Through Global, the representatives may provide asset management services as well as referrals to Sub-Advisers. They will earn advisory fees when providing these services through Global. Therefore, you could receive advisory services from one individual acting as an investment adviser representative on behalf of two separate registered investment advisers. If the representatives of Global provide asset management or referral services to you, you will be given the disclosure brochure of Global describing the services provided, fees charged and other information. You are encouraged to read and review the disclosure brochures for both OWA and Global and direct questions to your representative.

Global shares with OWA part of the management fee it charges Clients. This creates a conflict of interest as more fully described in Item 5 above. To address this conflict of interest, we ensure that investment advisory services offered are in the best interests of the Client.

Registered Representatives. Investment Adviser Representatives may also be registered representatives of G.F. Investment Services, LLC (Member FINRA/SIPC), a non-affiliated broker-dealer. While acting in this separate capacity as a registered representative, they may sell investment products and receive normal and customary commissions. This receipt of commissions creates a conflict of interest in that Investment Adviser Representatives of OWA may recommend products based on commissions received rather than on the needs of the Client. To mitigate this conflict of interest, OWA's practice is to fully disclose to a Client when a particular transaction will result in the receipt of commissions or other associated fees. You are under no obligation to implement any transaction through your Investment Adviser Representatives.

## **CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING (Item 11)**

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### **Code of Ethics**

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OWA, its management and persons associated with the Firm (“Associated Persons”) subscribe to a strict code of ethics. Our Code of Ethics is designed to comply with the investment advisory laws and regulations that require firms to act as fiduciaries in transactions with their Clients. Our fiduciary duty requires that we act solely in our Clients’ best interest and adhere to standards of utmost integrity in our communications and transactions. These standards ensure that your interests are given precedence.

The Code of Ethics contains extensive policies, guidelines, and procedures that promote ethical practices and conduct by all of the Firm personnel. We adopted our Code of Ethics to specify and prohibit certain types of transactions deemed to create conflicts of interest (or perceived or potential conflicts of interest), as well as to establish reporting requirements and enforcement procedures relating to personal transactions by our personnel. Our Code of Ethics, which specifically deals with professional standards, insider trading, personal trading, gifts and entertainment, and fiduciary duties, establishes our ideals for ethical conduct based upon fundamental principles of openness, integrity, honesty, and trust. We will provide a copy of our complete Code of Ethics to any Client or prospective Client upon request.

### **Participation or Interest in Client Transactions**

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OWA does not recommend that Clients buy or sell securities in which a related person may have a material financial interest.

### **Proprietary Trading**

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OWA and Associated Persons are permitted to buy or sell securities that the Firm also recommends to Clients consistent with the Firm’s policies and procedures. We will always document any transactions that could be construed as a conflict of interest. To mitigate or remedy any actual or potential conflicts of interest, we will monitor trading reports for adherence to our Code of Ethics.

### **Simultaneous Trading**

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From time to time, the Firm and its Associated Persons may buy or sell securities for their own accounts at or around the same time as Clients. This policy presents a conflict of interest in that Associated Persons have an incentive to prioritize their own trading over their Clients. To mitigate this conflict, in any instance where such securities are purchased or sold we will uphold our fiduciary duty by always ensuring that transactions are beneficial to the interest of our Clients and that neither the sequence nor timing of execution or any other factor results in a benefit to OWA or our Associated Persons.

**BROKERAGE PRACTICES (Item 12)**

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OWA recommends that Clients utilize the brokerage and clearing services of Fidelity Investments ("Fidelity"). Factors which OWA considers in recommending Fidelity or any other custodian to Clients include their respective financial strength, breadth of service, existing relationships, execution, pricing, research and resources available. Not all Investment Advisers recommend that a Client use a particular custodian.

**Soft Dollar Benefits**

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OWA receives research or other products or services (i.e., soft dollar benefits) from custodians in exchange for placing trades or processing securities related transactions for Clients. We do not have to pay the custodian for these services and no Client is charged for these services. The products or services received may benefit all of our customers, not just those whose assets are custodied at the broker-dealer who provides the products or services. This may result in higher transaction costs than those that would have been incurred but for the soft dollar benefits. This is a conflict of interest, as We have an incentive to recommend Fidelity because of Our existing relationship and the benefits We receive. We mitigate this conflict by conducting semi-annual best execution reviews and through application of our policies and procedures. We have determined that the transaction charges We incur and charge to you are reasonable in relation to the value of the services received.

**Directed Brokerage**

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Clients may not direct us to use a particular broker-dealer. If Clients prefer to utilize their own broker-dealer, we will not be able to provide wealth management services to those Clients.

**Block Trades**

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OWA may enter trades as a block where possible and when advantageous to Clients whose accounts have a need to buy or sell shares of the same security. If a block trade occurs, the Client will receive a price that represents the average of the prices at which all of the transactions in the block were executed. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple Client accounts, so long as transaction costs are shared equally and on a pro-rata basis between all accounts included in any such block. Block trading allows Us to execute equity trades in a timelier, equitable manner, and may reduce overall costs to Clients.

**REVIEW OF ACCOUNTS (Item 13)**

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**Periodic Reviews**

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OWA reviews advisory accounts at least annually, with the cooperation of Clients. These reviews examine the performance of the advisory accounts and also compare them to the objectives stated by the Client in the investment advisory agreement. The reviews of advisory accounts are done by the Investment Adviser Representatives of OWA. Any notification to OWA or its representatives by the Client in reference to a change in life status (employment, retirement, marital status, etc.) will be reason for an automatic review of advisory accounts for said Client. Advisory Clients of OWA receive account statements no less than quarterly for managed accounts. These statements are provided by the custodian. OWA may issue separate written reports regarding accounts to Clients. The written updates may include a performance report, statement of gains and losses, and/or a financial markets summary. These reports are a supplement to and not a replacement of your custodian statements. We encourage you to compare the information on your reports prepared by OWA against the information in the statements provided directly from the account custodian and alert us of any discrepancies.

**CLIENT REFERRALS AND OTHER COMPENSATION (Item 14)**

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Except as described elsewhere in this Brochure, OWA does not receive and does not have any arrangement to receive economic benefits (such as sales awards or other prizes) from any third party for providing investment advice or other advisory services to our Clients. (See Soft Dollar Arrangements, Item 12).

OWA does not directly or indirectly compensate any person for Client referrals.

OWA does not receive compensation, directly or indirectly, for referring Clients to other advisers.

**CUSTODY (Item 15)**

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OWA does not hold physical custody of Client funds or securities. We require that a qualified custodian hold Client assets. Information about the custodian We recommend is fully described in the Brokerage Practices section (Item 12). Our Firm has indirect custody of Client funds and securities because of our written authorization and ability to deduct advisory fees directly from Clients' accounts. Nonetheless, we have implemented the safeguard requirements of SEC regulations by requiring safekeeping of your funds and securities by a qualified custodian.

Client account statements are mailed or sent electronically by the account custodian. Clients are advised to review these statements carefully, comparing asset values, holdings, and advisory fees on account statements to that in previously received statements, confirmations, and fee invoices.

OWA may issue separate written reports regarding accounts to Clients. The written updates may include a performance report, statement of gains and losses, and/or a financial markets summary. We encourage you to compare the information on your reports prepared by OWA against the information in the statements provided directly from the account custodian and alert Us of any discrepancies.

**INVESTMENT DISCRETION (Item 16)**

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Most investment management Clients grant OWA the authority to exercise discretion on behalf of Clients. We are considered to exercise investment discretion over a Client's account if We can effect transactions for the Client without first having to seek the Client's consent for each transaction. OWA is given this authority through a power-of-attorney included in the agreement between Us and the Client. Clients may request a reasonable limitation on this authority (such as certain securities not to be bought or sold). With Client consent, We take discretion over the following activities, among others:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold; and
- When transactions are made.

If management services are selected to be provided on a non-discretionary basis, OWA always contacts Clients before implementing any transactions in an account. Clients must accept or reject OWA's investment recommendations, including (1) the security being recommended, (2) the number of shares or units and (3) whether to buy or sell. Once these factors are agreed upon, OWA is responsible for making decisions regarding the timing of the purchase or sale and the price at which it is bought or sold. Clients should know that if they are not able to be reached or are slow to respond to OWA's request, it can have an adverse impact on the timing of implementing trades and OWA may not achieve the optimal trading price.



## **VOTING CLIENT SECURITIES (Item 17)**

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OWA does not vote proxies on behalf of Clients. All proxy materials on behalf of a Client's accounts are to be sent directly to the Client or a designated representative of the Client, who is responsible for voting the proxy. OWA may answer Client questions regarding proxy-voting matters in an effort to assist the Client in determining how to vote the proxy. However, the final decision of how to vote the proxy rests with the Client.

With respect to assets managed by a third-party money manager, we will not vote the proxies associated with these assets. You will need to refer to each third-party money manager's disclosure brochure to determine whether the third-party money manager will vote proxies on your behalf. You may request a complete copy of the third-party money manager's proxy voting policies and procedures as well as information on how your proxies were voted by contacting the third-party money manager or by contacting OWA at the address and phone number indicated on Page 1 of this disclosure document.

**FINANCIAL INFORMATION (Item 18)**

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OWA does not require or solicit the prepayment of more than \$1200 in fees six months or more in advance of services rendered. We do not have a financial condition that is reasonably likely to impair Our ability to meet contractual commitments to Clients and We have not been the subject of a bankruptcy petition at any time during the past ten years.