

Wrap Fee Program Brochure

Form ADV 2A - Appendix 1

Item 1 - Cover Page

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This Wrap Fee Program Brochure (the "Wrap Brochure") provides information about the qualifications and business practices of Nachman Norwood & Parrott, Inc. (the "Adviser"). If you have any questions about the contents of this Wrap Brochure, please contact us at (864) 467-9800 or angela.sheppard@nnpwealth.com. The information in this Wrap Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state authority.

Additional information about The Adviser is also available on the SEC's website at **www.AdviserInfo.sec.gov**.

Item 2 - Material Changes

This Wrap Brochure is a document that the Adviser provides to clients of the Adviser Wrap Program as required by SEC rules. The purpose of Item 2 of the Wrap Brochure is to provide clients with a summary of new and/or updated information that is contained in the remainder of the Wrap Brochure.

Since the filing of the previous Wrap Brochure on March 14, 2018, the Adviser has revised its Item 4 disclosure to indicate that no single individual or entity is now considered a “principal owner.”

The Adviser will provide clients with a new Wrap Brochure as necessary based on changes, new information, or at a client’s request, at any time, without charge.

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Item 4 - Services, Fees and Compensation

The Adviser was formed in May 2007 and provides discretionary and non-discretionary portfolio management as well as financial planning and general consulting services to its clients. Discretionary portfolio management services are offered through the "Adviser Wrap Program" or the "Program," which has been designed to simplify the payment of management fees and brokerage expenses.

The Adviser does not have any principal owners.

Advisory Services

At the outset of each client relationship, the Adviser spends time with the client, asking questions, discussing the client's investment experience and financial circumstances, and broadly identifying major goals of the client.

Clients may elect to retain the Adviser to prepare a full financial plan. This written report is presented to the client for consideration. In most cases, clients subsequently retain the Adviser to manage the investment portfolio on an ongoing basis.

Portfolio Management

Based on its review of the information provided by the client, the Adviser generally develops with each client:

- a financial outline for the client based on the client's financial circumstances and goals, and the client's risk tolerance level (the "Financial Profile"); and
- the client's investment objectives and guidelines (the "Investment Plan")

The Financial Profile is a reflection of the client's current financial picture and a look to the future goals of the client. The Investment Plan outlines the types of investments the Adviser will make or recommend on behalf of the client based on the Adviser's own research and analysis in order to meet those goals. The elements of the Financial Profile and the Investment Plan are discussed periodically with each client, but are not necessarily written documents. The Investment Plan will be updated from time to time when requested by the client, or when determined to be necessary or advisable by the Adviser based on updates to the client's financial or other circumstances.

To implement the client's Investment Plan, the Adviser will manage the client's investment portfolio on a discretionary or a non-discretionary basis pursuant to an investment advisory agreement with the client. As a discretionary investment adviser, the Adviser will have the authority to supervise and direct the portfolio without prior consultation with the client. Clients who choose a non-discretionary arrangement must be contacted prior to the execution of any trade in the account(s) under management. This may result in a delay in executing recommended trades, which could adversely affect the performance of the portfolio. This delay also normally means the affected account(s) will not be able to participate in block trades, a practice designed to enhance the execution quality, timing and/or cost for all accounts included in the block. In a non-discretionary arrangement, the client retains the responsibility for the final decision on all actions taken with respect to the portfolio.

Notwithstanding the foregoing, clients may impose certain written restrictions on the Adviser in the management of their investment portfolios, such as prohibiting the inclusion of certain types of

investments in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. Each client should note, however, that restrictions imposed by a client may adversely affect the composition and performance of the client's investment portfolio. Each client should also note that his or her investment portfolio is treated individually by giving consideration to each purchase or sale for the client's account. For these and other reasons, performance of client investment portfolios within the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of the Adviser.

Separate Account Managers

The Adviser may utilize one or more Separate Account Managers, each a "Manager", when appropriate and in accordance with the Investment Plan for a client. Having access to various Managers offers a wide variety of manager styles, and offers clients the opportunity to utilize more than one Manager if necessary to meet the needs and investment objectives of the client. The Adviser will usually select the Manager(s) it deems most appropriate for the client. Factors that the Adviser considers in recommending/selecting Managers generally includes the client's stated investment objective(s), management style, performance, risk level, reputation, financial strength, reporting, pricing, and research.

The Manager(s) will generally be granted discretionary trading authority to provide investment advisory services for the portfolio. In most cases, the client will select one or more Managers recommended by the Adviser and enter into separate agreements with such Managers. Under certain circumstances, the Adviser retains the authority to terminate the Manager's relationship or to add new Managers without specific client consent.

In any case, with respect to assets managed by a Manager, the Adviser's role will be to monitor the overall financial situation of the client, to monitor the investment approach and performance of the Manager(s), and to assist the client in understanding the investments of the portfolio.

General Fee Information

The Adviser Wrap Program fee structure includes the brokerage expenses (*e.g.*, commissions, ticket charges, etc.) of the account, charges for custody services and the management fee paid to the Adviser. Under the all-inclusive billing alternative, the Adviser will assess one client fee that captures the management, brokerage, custody and administrative portions collectively. The Adviser does not have a minimum portfolio asset value size requirement for participation in the Wrap Program but, in its discretion, may establish one in the future.

Fees paid to the Adviser are exclusive of and distinct from the fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials), mark-ups and mark-downs, spreads paid to market makers, fees for trades executed away from the custodian, wire transfer fees and other fees and taxes on brokerage accounts and securities transactions. Any portions of the Adviser Wrap Program fees that the Adviser does not pay to third parties in connection with transaction and execution expenses are retained by the Adviser. Because of this, the Adviser may have a disincentive to trade securities in client accounts. However, the Adviser pays a flat, asset-based fee for all transaction and execution expenses to help mitigate against this conflict of interest.

The client should review all fees charged by funds, the Adviser and others to fully understand the total amount of fees paid by the client for investment and financial-related services. Clients participating in the Adviser Wrap Program may pay higher or lower fees than clients purchasing such services separately, depending on the cost of services if provided separately and the level of trading in a particular client's account.

Wrap Program Fee Information

Portfolio management fees are individually negotiated with each client and are generally up to 1.50% annually. Factors considered in determining the fees charged generally include, but are not limited to: the complexity of the client's portfolio; assets to be placed under management; anticipated future assets; related accounts; portfolio style; account composition; or other special circumstances or requirements. The specific fee schedule will be identified in the investment advisory agreement between the client and the Adviser.

Portfolio management fees are generally payable quarterly, in advance. Fees are prorated for cash flows exceeding \$50,000. If management begins after the start of a quarter, fees will be prorated accordingly. Fees are normally debited directly from client account(s), unless other arrangements are made.

Either the Adviser or the client may terminate their investment advisory agreement at any time, subject to any written notice requirements in the investment advisory agreement. In the event of termination, any paid but unearned fees will be promptly refunded to the client based on the number of days that the account was managed, and any fees due to the Adviser from the client will be invoiced or deducted from the client's account prior to termination. Please see **Item 5 - Fees and Compensation** of ADV Part 2A for more information regarding the Adviser Wrap Program fees.

Separate Account Manager Fees

When one or more Managers are utilized, the Manager(s)' fees will be separate from and in addition to the Adviser's fee.

Other Compensation

Broker Disclosure: Certain employees of the Adviser are also Registered Representatives of Pursh & Kaplan Sterling Investments, a FINRA and SIPC member and registered broker-dealer. As such, these employees are entitled to receive brokerage commissions. In order to protect client interests, the Adviser's policy is to fully disclose all forms of compensation before any such transaction is executed. Clients will not pay both a commission to the applicable Registered Representative and also pay an advisory fee to the Adviser on assets held in the same account. These fees are exclusive of each other.

Item 5 - Account Requirements and Types of Clients

The Adviser serves individuals, high net worth individuals, corporations, trusts, estates, charitable organizations, retirement plans and retirement and pension plan participants. The Adviser, in its sole discretion, may establish a minimum portfolio asset value size requirement for participation in the Adviser Wrap Program.

Item 6 - Portfolio Manager Selection and Evaluation

The Adviser Wrap Program was designed to simplify for clients the payment of management fees and brokerage expenses. The Program does not select advisers in addition to the Adviser, which is

the only portfolio manager for the Program. Please refer to additional information found in the following Items of ADV Part 2A, which accompanies this Wrap Brochure: ***Item 4 – Advisory Business; Item 6 – Performance-Based Fees and Side-By-Side Management; Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss; and Item 17 – Voting Client Securities.***

Item 7 - Client Information Provided to Portfolio Managers

The Adviser is the only portfolio manager under the Adviser Wrap Program. The Adviser may utilize Managers outside the Program at its discretion.

Item 8 - Client Contact with Portfolio Managers

The Adviser is the only direct portfolio manager under the Adviser Wrap Program. No restrictions are placed on client's ability to contact or consult with the Adviser.

Item 9 - Additional Information

Benefits of Brokerage Selection

The Adviser may recommend that clients establish brokerage accounts with Schwab Advisor Services, a division of Charles Schwab & Co., Inc. ("Schwab"), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets. The Adviser may effect trades for client accounts at Schwab, or may in some instances, consistent with the Adviser's duty of best execution and specific investment advisory agreement with each client, elect to execute trades elsewhere. Although the Adviser may recommend that clients establish accounts at Schwab, it is ultimately the client's decision where to custody assets. The Adviser is independently owned and operated and is not affiliated with Schwab.

The Adviser participates in the Schwab Advisor Services program, which provides access to institutional trading and custody services. While there is no direct link between the investment advice the Adviser provides and participation in these programs, the Adviser receives certain economic benefits from this program. These benefits may include software and other technology that provides access to client account data (such as trade confirmations and account statements), facilitates trade execution (and allocation of aggregated orders for multiple client accounts), provides research, pricing information and other market data, facilitates the payment of the Adviser's fees from its clients' accounts, and assists with back-office functions, record keeping and client reporting. Many of these services may be used to service all or a substantial number of the Adviser's accounts, including accounts not held at Schwab. Schwab may also make available to the Adviser other services intended to help the Adviser manage and further develop its business. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services to be rendered to the Adviser by independent third parties. Schwab may discount or waive fees it would otherwise charge for some of these services, pay all or a part of the fees of a third-party providing these services to the Adviser, and/or Schwab may pay for travel expenses relating to participation in such training. Finally, participation in the Schwab Advisor Services program provides the Adviser with access to mutual funds which normally require significantly higher minimum initial investments or are normally available only to institutional investors.

The benefits received through participation in the Schwab Advisor Services program do not necessarily depend upon the proportion of transactions directed to Schwab. The benefits are received by the Adviser, in part because of commission revenue generated for Schwab by the

Adviser's clients. This means that the investment activity in client accounts is beneficial to the Adviser, because Schwab does not assess a fee to the Adviser for these services. This creates an incentive for the Adviser to continue to recommend Schwab to its clients. While it may be possible to obtain similar custodial, execution and other services elsewhere at a lower cost, the Adviser believes that Schwab provides an excellent combination of these services. These services are not soft dollar arrangements, but are part of the institutional platforms offered by Schwab.

Additional Information

Neither the Adviser nor its management persons have any disciplinary disclosure required. Please see ADV Part 2A for more information in the following areas: ***Item 10 - Other Financial Industry Activities and Affiliations, Item 11 - Code of Ethics, Item 13 - Review of Accounts, Item 14 - Client Referrals and Other Compensation, and Item 18 - Financial Information.***