

## Item 1 – Cover Page

Greensview Wealth Management LLC

Firm Brochure for:



CRD Number: 297321  
ADV Part 2A Firm Brochure

November 2018

2522 NE 23<sup>rd</sup> St.  
Fort Lauderdale, FL 33305  
(305) 872-2490  
[www.spencersmitham.com](http://www.spencersmitham.com)

This Brochure provides information about the qualifications and business practices of Greensview Wealth Management LLC (collectively herein referred to as “Greensview” or the “Firm”). If you have any questions about the contents of this Brochure, please contact us at (312) 471-1678 and/or [cpayne@graydoncs.com](mailto:cpayne@graydoncs.com). Currently, our Brochure may be requested free of charge by contacting Greensview Wealth Management at (312) 471-1678 or [cpayne@graydoncs.com](mailto:cpayne@graydoncs.com).

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about Greensview, including a copy of this brochure, is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The CRD number for Greensview is 297321.

References herein to Greensview as a “registered investment adviser” or any reference to being “registered” does not imply a certain level of skill or training.

## **Item 2 – Material Changes**

The Firm Brochure will be updated annually or when material changes occur since the last update. Whenever you would like to receive a complete copy of our Firm Brochure, please contact Christopher Payne by telephone at 859-578-2433, or by email at [cpayne@graydoncs.com](mailto:cpayne@graydoncs.com).

Spencer Smith Asset Management is now an affiliate firm of Greensview Wealth Management. LLC. Greensview Wealth Management is in process of moving from SEC registration to state registration. The firm will be registered in the State of Illinois and Florida once it is approved by each respective state.

Item 3 -Table of Contents

Contents

Item 1 – Cover Page..... 1

Item 2 – Material Changes..... 2

Item 3 -Table of Contents ..... 3

Item 4 – Advisory Business ..... 4

Item 5 – Fees & Compensation ..... 6

Item 6 – Performance-Based Fees and Side-By-Side Management ..... 9

Item 7 – Types of Clients ..... 9

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss..... 10

Item 9 – Disciplinary Information..... 13

Item 10 – Other Financial Industry Activities and Affiliations and Conflicts of Interest ..... 13

Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading ..... 14

Item 12 – Brokerage Practices..... 15

Item 13 – Review of Accounts ..... 19

Item 14 – Client Referrals and Other Compensation..... 19

Item 15 – Custody ..... 20

Item 16 – Investment Discretion ..... 20

Item 17 – Voting Client Securities..... 21

Item 18 – Financial Information..... 21

## Item 4 – Advisory Business

### Who We Are

Greensview Wealth Management LLC (“Greensview”) is a wealth management firm that offers financial planning, investment consulting, and portfolio management services, on a discretionary and non-discretionary basis. Greensview is a Illinois-based limited liability company founded on June 26th, 2017. The firm is registered as an independent investment adviser under Greensview is 100% privately owned by Matthew Wilkes and is located at 1963 N. Halsted Street, Chicago, IL 60614.

Greensview is doing business as Spencer Smith Asset Management (hereinafter referred to as the “SSAM”, “Adviser”, “we”, “us” and “our”), which was previously a fee-only registered investment advisor that has been registered in the state of Florida since April 2006. SSAM offer portfolio management services designed to assist you, our client, in achieving the financial stability, security, and independence you desire.

### Our Mission

Our mission is to assist you in making wise financial decision to improve your quality of life by implement investment strategies designed to maximize wealth, maintain investment expectation, and minimize risk. We do everything in our power to **keep you focused** on where you want to go, offer advice on how best to get there, and continually remind you of the importance of **maintaining a disciplined investment approach** to realize your dreams.

### Assets Under Management

As of October 30, 2018, Greensview has \$72,555,904 in assets under management, all of which is managed on a discretionary basis, and Spencer Smith Asset Management has \$12,850,000.

### What We Do

**We manage wealth.** Our management services begin with stressing the importance of you making fiscally responsible decisions and disciplined economic choices in your personal life so we can effectively help you achieve your monetary goals for today’s needs, tomorrow’s dreams, and to build a lasting future legacy.

Focus of our management will be to identify your unique investment parameters that once defined, will give us better perspective and added insight into those investment alternatives most effective for your situation. To identify these parameters, we will conduct a pre-advisory consultation with you to discuss issues such as your current income and expenses, career, personal goals, investment return expectations and prior investment experience. In addition, we may have you complete a financial profile questionnaire to gain greater insight into your financial needs. Our pre-advisory consultations are designed to:

- Define and narrow objectives and investment options;
- Identify areas of greatest distress;
- Develop a strategy for addressing future concerns;
- Cultivate peace of mind; and,

- Create a unique picture of your financial condition.

Once your investment parameters have been identified, we will prepare an Investment Policy Statement (“IPS”) that outlines an asset allocation mix of equity (“stock”) positions, fixed income/debt (“bond”) instruments, investment company (“mutual funds”) products, and exchange-traded funds (“ETFs”) to achieve the best return on your investment capital. This IPS will guide us in the management of your account(s), as well as a guideline and standard against which to measure future results and to make modifications where necessary.

### **Types of Advisory Activities**

#### **Financial Planning**

As a wealth management firm, we work to develop a comprehensive financial plan for many of our clients. Financial planning service can be bundled alongside other services such as portfolio management services, or offered independently as part of a separate financial planning agreement. Our financial planning process seeks to help our clients make decisions related to their financial affairs. The financial planning process helps us discover and prioritize our client’s goals and objectives, gather data, and develop a unique strategy based on those goals. All strategies are customized to incorporate the client’s individual needs and circumstances. Services provided to clients include investment, estate, insurance, charitable gift, and tax planning (particularly with regard to portfolio tax issues). Ongoing services may be provided through regular meetings that assess progress toward goals and monitor life transitions. We will also coordinate with other advisors (accountants, attorneys, insurance agents, etc.) to help develop holistic financial plans. Although the firm does seek to provide a complete financial plan, there is no legal counsel or tax advice provided.

#### **Portfolio Management**

One of the primary activities we provide is portfolio management services for our clients. Our firm can provide portfolio management services on both a discretionary and non-discretionary basis. We seek to offer investment advisory services specifically tailored to meet the needs of each client. Prior to delivering investment advisory services, the firm will review the client’s existing investments, and then ascertain the client’s risk tolerance and specific investment objective. If you grant SSAM discretionary authority to implement the investment strategy, we will then allocate your investment assets consistent with your stated investment objective. If SSAM does not have discretion, then the firm will make recommendations based upon the same analysis above, but will be unable to implement its strategy without first receiving your consent. Clients that engage the firm on a non-discretionary investment advisory basis must be willing to accept that we cannot effect any account transactions without obtaining prior written consent to any such transaction(s) from you. Thus, in the event of a market correction during which the client is unavailable, SSAM will be unable to effect any account transactions (as it would for its discretionary accounts) without first obtaining your written consent. You can impose reasonable restrictions on any of the Adviser’s investment advisory services at any time, however, we retain the right to withdrawal as investment advisor where the restrictions interfere with our investment strategies.

## Investment Consulting

SSAM may provide investment consulting services independently from our discretionary portfolio management services. Such consulting may include, but are not limited to:

- General and/or specific advice on investment selection
- Construction of an IPS and asset allocation guideline
- Insurance planning
- Retirement analysis

Under this arrangement, we do not provide any on-going management of your account or give continuous investment advice. We will perform the desired task but you are responsible for implementing any of the advice. In the case where we prepared an IPS and asset allocation guideline, you can contact us to schedule a quarterly review of your portfolio allocation to evaluate how the account is performing. We will review your portfolio allocation and make any recommendation, if necessary, for you to rebalance the account.

Please note: In performing services for you, we rely on information provided by you. We are unable and not required to verify any information we receive from your or from the your other professionals acting on your behalf (attorneys, accountants, business manages, etc.). In moving forward with this relationship, you are expressly authorizing SSAM to rely on this information. We strongly advise you that Each client that it remains your responsibility to promptly notify your investment adviser representative if there is ever any change in your financial situation or investment objectives for the purpose of reviewing, evaluating or revising the Firm's previous recommendations or services.

## Item 5 – Fees & Compensation

### Portfolio Management Fee

Our portfolio management service is provided on an asset-based fee arrangement. The management fee is calculated based on the aggregate market value of your portfolio account(s) on the last business day of the previous calendar month multiplied by one-twelfth of the corresponding annual percentage rate (i.e.,  $2.75\% \div 12 = 0.2291\%$ ).

We retain discretion to negotiate the management fee within each tier on a client-by-client basis depending on the size, complexity, and nature of the portfolio managed. In addition, as your portfolio value exceeds each tier level, either through additional deposits or asset growth, a fee break will occur. The tier breaks are as follows:

Expressed on an annual basis, the fee schedule for discretionary and non-discretionary accounts is as follows:

Equity Portfolios		Bond Portfolios	
Value of Account	Annual Fee Rate (not to exceed)	Value of Account	Annual Fee Rate (not to exceed)
Up to \$250,000	2.75%	Up to \$500,000	0.75%
\$250,001 to \$500,000	2.50%	\$500,001 to \$1,000,000	0.50%
\$500,001 to \$1,000,000	2.25%	\$1,000,001 to \$2,000,000	0.40%
\$1,000,001 to \$2,000,000	2.00%	Over \$2,000,000	0.25%

Over \$2,000,000	1.75%	
------------------	-------	--

We generally require a minimum initial investment of \$50,000 to open a managed account; however, we retain the right to waive or reduce this minimum if we feel circumstances are warranted.

### **Protocols for Portfolio Management**

The following protocols establish how we handle our portfolio management accounts and what you should expect when it comes to: (i) managing your account; (ii) your bill for investment services; (iii) deposits and withdrawals; and, (iv) other fees charged to your account(s).

**Discretion:** We will establish discretionary trading authority on all management accounts to execute securities transactions at any time without your prior consent or advice. At any time however, you may impose restrictions, in writing, on our discretionary authority (i.e., limit the types/amounts of particular securities purchased for your account, exclude the ability to purchase securities with an inverse relationship to the market, limit our use of leverage, etc.).

**Billing:** Your account will be billed monthly in advance based on the above fee arrangements. For new managed accounts opened in mid-month, our fee will be based on a pro-rated calculation of your assets to be managed for the current calendar month. Advisory fees will be deducted first from any money market funds or cash balances. If such assets are insufficient to satisfy payment of such fees, a portion of the account assets will be liquidated to cover the fees.

**Deposits and Withdrawals:** For existing management accounts, depositing additional capital into your portfolio management account between billing cycles will not result in a partial, pro-rated management fee to be billed to your account unless such deposits exceed \$25,000. We do not want to discourage you from investing additional capital for your future but deposits of this amount or greater, in most cases, will require modifications and adjustments to your investment allocation. Therefore, we reserve the right to bill your account a prorated fee based upon the number of days remaining in the current monthly period for deposits exceeding the above amount. For assets you may withdraw during the month, we do not make partial refunds of our monthly portfolio management fee. Just as with deposits, withdrawals from your account will require modifications and adjustments to be made to correct the allocation of assets in your portfolio.

**Fee Exclusions:** The above fees for our management services are exclusive of any charges imposed by the custodial firm who has custody of your portfolio; including, but not limited to: (i) any Exchange/SEC fees; (ii) certain transfer taxes; (iii) service or portfolio account charges, such as, postage/handling fees, electronic fund and wire transfer fees, auction fees, debit balances, margin interest, certain odd-lot differentials and mutual fund short-term redemption fees; and (iv) brokerage and execution costs associated with securities held in your managed portfolio account. There can also be other fees charged to your portfolio that are unaffiliated with our management services. In addition, all fees paid to us for portfolio management services are separate from any fees and expenses charged on mutual fund shares by the Investment Company or by the investment advisor managing the mutual fund portfolios. These expenses generally include management fees and various fund expense, such as: 12b-1 fees. Redemption fees, account fees, purchase fees, contingent deferred sales charges, and other sales load charges may occur but are the exception within managed portfolio accounts at institutional custodians. A complete explanation of these expenses charged by the mutual

funds is contained in each mutual fund's prospectus. You are encouraged to carefully read the fund prospectus.

For more information on the custodial firm that we will recommend to custody your portfolio accounts, see **Item 12, "Brokerage Practices"**.

### **Termination of Portfolio Management**

To terminate our portfolio management services, either party (you or us), by written notification to the other party, may terminate the Investment Advisory Agreement at any time, provided such written notification is received at least 30 days prior to the date of termination. Such written notification should include the date the termination will go into effect along with any final instructions on the account (i.e., liquidate the account, finalize all transactions and/or cease all investment activity).

In the event termination does not fall on the first/last day of a calendar month, you shall be entitled to a pro-rated refund of the prepaid monthly management fee based upon the number of days remaining in the monthly cycle after the termination notice goes into effect. Once the termination of investment advisory services has been implemented, neither party has any obligation to the other – we no longer earn management fees or give investment advice and you become responsible for making your own investment decisions.

### **Investment Consulting Fees**

Our Investment consulting fee will not exceed \$175 per hour for our advice and is offered independently from our portfolio management services. Such consulting may include, but are not limited to:

- General and/or specific advice on investment selection
- Construction of an IPS and asset allocation guideline
- Insurance planning
- Retirement analysis

Under this arrangement, we do not provide any on-going management of your account or give continuous investment advice. We will perform the desired task but you are responsible for implementing any of the advice. In the case where we prepared an IPS and asset allocation guideline, you can contact us to schedule a quarterly review of your portfolio allocation to evaluate how the account is performing. We will review your portfolio allocation and make any recommendation, if necessary, for you to rebalance the account.

### **Billing**

At minimum, we require four (4) hours of initial consultation to conduct an adequate interview to determine your investment needs, goals, and objectives to adequately provide the service you desire. All consulting fees will be completely itemized in a billing statement or consulting agreement. For the initial consultation, the fee will be due at the end of the session. Thereafter we will bill you at the agreed upon hourly rate, should we be contacted by you for future reviews and advice on any rebalancing.

### **Termination**



Investment consulting services can be terminated at any time.

## **General Information About Fees**

### **Mutual Fund Fees**

All fees paid to the Adviser for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or exchange traded funds ("ETFs") in which we may invest your assets. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. Our fees pay for our services in advising you as to the investment of your assets including, among other things, our assistance in deciding which mutual fund or funds may be most appropriate to your financial condition and objectives. The mutual fund fees and expenses, on the other hand, pay for the costs of managing and investing the fund's portfolio of investments. A client could invest in a mutual fund directly, without our services, but the client would not receive the benefit of our services. Clients should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided. Clients should also understand that mutual funds offer a variety of share classes, some including fees that are more expensive than others and some with no fees. The fund prospectus will describe these fees

### **Additional Fees & Expenses**

In addition to the advisory fees we charge, you are also responsible for fees and expenses charged by custodians and imposed by broker/dealers. These addition charges include transaction charges, custodial fees, and commission costs. Please refer to the "Brokerage Practices" section of this Form ADV (Item 12) for additional information.

### **Advisory Fees In General**

You should be aware that similar advisory services may or may not be available from other registered (or unregistered) investment advisors for similar or lower fees.

## **Item 6 – Performance-Based Fees and Side-By-Side Management**

We do not have any performance-based fee arrangements, and consequently, does not participate in any side-by-side management.

## **Item 7 – Types of Clients**

We generally provides portfolio management services to:

- Individuals
- High net worth individuals,
- Trusts,

- Corporate retirement plans.

Our minimum account size in order to open or maintain an account is generally \$50,000. We may aggregate client households or grant exceptions at our discretion..

## **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

Our portfolio management and investment consulting services are designed to build long-term wealth while maintaining risk tolerance levels acceptable to you. We combine your financial needs and investment objectives, time horizon, and risk tolerance to yield an effective investment strategy. Your portfolio is then tailored to these unique investment parameters using a mix of equity (“stock”) positions, fixed income/debt (“bond”) instruments, investment company (“mutual fund”) products, and exchange-traded funds (“ETFs”).

In addition, depending on your risk tolerance, we may also recommend using the following investment vehicles to achieve your desired investment objective: leveraged index funds, closed-end funds, hedge funds, derivatives, private placements and other publicly traded securities. These investment vehicles bring on a whole different risk dynamic. If we recommend investment in one of these securities, we will discuss with you the limitations of such security and the potential risk factors to your portfolio.

### **Methods of Analysis**

#### **Fundamental Analysis**

Fundamental analysis considers: economic conditions, earnings, cash flow, book value projections, industry outlook, politics (as it relates to investments), historical data, price earnings ratios, dividends, general level of interest rates, company management, debt ratios and tax benefits.

**RISKS:** Fundamental analysis places greater value on the long-term financial structure and health of a company, which may have little to no bearing on what is actually happening in the market place. Investing in companies with sound financial data/strength and a history of healthy returns can be a good long-term investment to hold in your portfolio; however, such fundamental data does not always correlate to the trading value of the stock on the exchanges. In the short-term, the stock can decrease in value as investors trade in other market sectors.

#### **Quantitative Analysis**

Quantitative analysis seeks to understand the behavior of a security using mathematical and statistical modeling to measure certain unique characteristics such as, for example, revenues, earnings, margins, and market share. Mathematical and statistical modeling helps us to ascertain security price and risk to ultimately help identify profitable opportunities.

**RISKS:** The key benefit of quantitative analysis is its ability to reduce complex figures to a single piece of data that is easy to grasp, discuss, and support decision-making and investment recommendations. However, using quantitative analysis alone with no further evaluation is often too narrow and sometime misleading since focus is on financial data while neglecting other details such as management experience, employee attitudes, and brand recognition.

## Technical Analysis

Technical analysis utilizes current and historical pricing information to help us identify trends in the broader domestic and foreign equity and fixed income markets, and in the underlying assets themselves. This may involve the use of various technical indicators, such as moving averages and trend-lines, among others.

**RISKS:** Technical analysis is charting the historical market data of a stock, taking into consideration current market conditions, to forecast the direction of a future stock price rather than using fundamental tools for evaluating a company's financial strength. Technical analysis focuses on the price movement of a security trading in the market place. This is an ideal tool for short-term investing to identify ideal market entry/exit points. However, no market indicator is absolutely reliable and your investment portfolio can underperform in the short-term should the market indicators be incorrect.

Investment Strategies

## Cyclical Analysis

Market cycles provide historic tried and true timing mechanisms to indicate turning points in future market prices. By tracking historic data through charts and graphs, we can improve entry and exit strategies.

**RISKS:** Cyclical data reveals regular intervals of repeated events that can be forecasted into the future to time the market on when to buy/sell a security. The risk with cyclical analysis is attempting to buy/sell a security based on a future price prediction and missing beneficial movements in price due to an error in timing. This causes harm to the value of the security being bought too high or sold too low.

**Fundamental analysis** provides us with a broad long-term view of a security that begins with determining a company's value and the strength of its financials while **quantitative analysis** assists us with portfolio optimization techniques. **Technical analysis** is short-term focusing on the statistics generated by market activity; and **cyclical analysis** provides us with historical data on market trends to focus our technical analysis for ideal entry/exit points.

## Investment Strategies

We are not bound to a specific investment strategy or ideology for the management of your investment portfolio. We understand markets and money made from increased stock values has greater risk (volatility) than money earned from dividends (secure and stable) in income oriented securities. Our goal is to balance making and earning money by maintaining a disciplined management approach, regardless of the strategy, so as to not sacrifice long-term goals for short term gains.

Investment positions in your portfolios are usually diversified into at least ten (10) different economic groups and sectors of the market in order to minimize sector and industry risk. A typical equity portfolio may hold 18 to 40 positions in individual stocks, mutual funds, and/or ETFs. The investment strategy for fixed income portfolios is designed to capitalize on opportunities available during the interest rate cycle. Bonds also provide added diversification for accounts requiring higher income. Our objective is to pay close attention to the spreads between government and corporate bonds and invest primarily in high-quality investment grade bonds. Municipal bonds are utilized in taxable accounts if they provide a higher tax advantaged yield.

## Equity Investing

Equity investing involves selecting individual stocks, equity mutual funds, and/or ETFs for your portfolio(s). Our strategy for selecting individual stocks is to find stocks that trade for less than their intrinsic values, being more concerned with the business and its fundamentals than other influences on the stock's price. Our goal is to find stocks that we believe the market has undervalued but still have growth potential. We perform fundamental analysis of a company's stock looking at both the qualitative (business model, governance, earning potential, target market factors, etc....) and quantitative (ratios, cash flow, dividends, financial statement analysis, etc....) aspects of the company to determine if the business is currently out of favor with the market and the stock price is deflated. Generally, if we find that a company's fundamentals reveal the stock to be undervalued, we will buy and hold the security until it reaches our sell target price.

## Bond Investing

Our bond investing focuses on an investment portfolio that aims to achieve long-term returns by investing in individual fixed income bonds generally with ratings of BBB or better at the time the investment is made. We also utilize fixed income mutual funds and ETFs. The investment methodology of the portfolio uses fixed income strategies designed to match the portfolio to your current and future income needs. We periodically assess our fixed income portfolios with regards to duration (interest rate sensitivity), industry and sector weightings, convexity, and yield to maturity, liquidity and quality - the key factors that determine fixed income market performance.

## Modern Portfolio Theory

Modern Portfolio Theory ("MPT") is the analysis of a portfolio of stocks as opposed to selecting stocks based on their unique investment opportunity. The objectives of MPT is to determine your preferred level of risk and then construct a portfolio that seeks to maximize your expected return for that given level of risk.

## Tactical Asset Allocation

Tactical asset allocation is an active portfolio strategy that takes traditional asset allocation to another level. Where asset allocation is the process of selecting a mix of asset classes and the efficient allocation of capital to those assets by matching rates of return to a specified and quantifiable tolerance for risk, tactical asset allocation is rebalancing the percentage of asset mix held in the account in order to take advantage of short-term market pricing anomalies or strong market sectors. We have developed four model portfolio structures that are used as asset allocation guidelines in designing your portfolio. Each model consists of a different "target" asset allocation in up to six different asset classes , as well as being diversified into at least five different sectors of the market in order to minimize sector and industry risk. By spreading money among a variety of investments as opposed to investing in just one creates a more prudent approach to asset management. Typical composition mix classifications:

Asset Allocation Model	Percentage of		
	Stocks	Bonds	Cash
Aggressive/Growth	95% – 100%	0%	0% – 5%
Balanced	50% – 60%	40% – 50%	0% – 5%
Conservation/Preservation of Capital	20% – 25%	75% – 80%	0% – 5%
Fixed Income	10% – 20%	80% – 90%	0% – 5%

Such allocation guidelines are a representation of a typical account composition but should not be construed as absolute. Ultimately, the exact composition makeup and allocation of securities are determined by your investment parameters, which can compose a more detailed and/or complex structure.

## **Managing Risk**

The biggest risk to you is the risk that the value of your investment portfolio will decrease due to moves in the market. This risk is referred to as the market risk factor, also known as variability or volatility risk. Other important risk factors:

- Interest Rate Risk – Interest rate risk affects the value of bonds more than stocks. Essentially, when the interest rate on a bond begins to rise, the value (bond price) begins to drop; and vice versa, when interest rates on a bond fall, the bond value rises.
- Equity Risk – Equity risk is the risk that the value of your stocks will depreciate due to stock market dynamics causing one to lose money.
- Currency Risk – Currency risk is the risk that arises from the change in price of one currency against that of another. Investment values in internationally securities can be affected by changes in exchange rates.
- Inflation Risk – The reduction of purchasing power of investments over time.
- Commodity Risk – Commodity risk refers to the uncertainties of future market values and the size of future income caused by the fluctuation in the prices of commodities (i.e., grains, metals, food, electricity, etc...).

The risk factors we have cited here are not intended to be an exhaustive list but are the most common risks your portfolio will encounter. Other risks that we have not defined could be political, over-concentration, and liquidity to name a few. However, notwithstanding these risk factors, the most important thing for you to understand is that regardless of how we analyze securities or the investment strategy and methodology we use to guide us in the management of your investment portfolio, investing in a security involves a risk of loss that you should be willing and prepared to bear; and furthermore, past market performance is no guarantee that you will see equal or better future returns on your investment.

## **Item 9 – Disciplinary Information**

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. Our firm has no reportable legal or disciplinary events to disclose.

## **Item 10 – Other Financial Industry Activities and Affiliations and Conflicts of Interest**

SSAM is a fee-only registered investment advisor; none of our supervised persons are licensed, or are related to, another financial industry participant and therefore no additional disclosure is necessary for this item.

Licensed Insurance Agents. Some Greensview firm personnel also serve as licensed insurance agents. The recommendation that a client purchase an insurance commission product from a firm employee in

his individual capacity as an insurance agent presents a conflict of interest, as the receipt of commissions may provide an incentive to recommend insurance products based on commissions to be received, rather than on a particular client's need. You are under no obligation to purchase any insurance commission products from a Greensview employee. You should note, however, that the insurance services provided by individuals employed at Greensview are strictly those of the representative, not of Greensview Wealth Management. Greensview does not receive commissions or other compensation for the sales of any insurance products. Furthermore, clients are reminded that they may purchase insurance products recommended by Greensview through other non-affiliated insurance agents.

## **Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading**

Spencer Smith Asset Management employees are subject to the Greensview Wealth Management LLC Code of Ethics. A summary of the Code of Ethics is below.

### **Code of Ethics**

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct. Greensview Wealth Management and each Greensview employee owe a duty of loyalty, fairness, and good faith towards our clients, and have a fiduciary duty to adhere not only to specific provisions of the Code of Ethics, but to the general principles that guide the Code of Ethics. Our firm also maintains and enforces written policies reasonably designed to prevent the Adviser or any person associated with Adviser from misusing material non-public information to comply with Illinois Securities Laws and Section 204A of the Investment Advisers Act. Neither the Adviser, nor any related person of the Adviser, will recommend, buy, or sell securities within client accounts which the Adviser or a related person of the Adviser may have a material financial interest.

*You may request a copy of the firm's Code of Ethics by contacting its Chief Compliance Officer, Christopher L. Payne at 859-578-2433.*

### **Personal Trading & Other Conflicts of Interests**

To address the potential for conflict of interests, we have adopted a Code that applies to our representatives who have access to non-public information relating to advisory client accounts ("Access Persons"). Access Persons must take the following steps when making personal securities transactions:

- Report initial holdings
- Certify all holdings on a quarterly and annual basis
- Pre-clear certain transactions

The Code prohibits Access Persons from using knowledge about advisory client account transactions to profit personally, directly or indirectly, by trading in his/her personal accounts. In addition, an Access Person who has discretionary authority over client accounts must generally pre-clear his/her trades or obtain prior authorization from the Adviser's Chief Compliance Officer before executing a trade. Unless an enumerated exception exists, the Code also prohibits Access Persons who have discretionary authority over client accounts from executing a security transaction for their personal accounts during a

blackout period that can extend from one to seven days before or after the date that a client transaction in that same security is executed.

Other procedures regarding other potential Conflicts of Interest include:

- Confidentiality

Our firm prohibits the use of material non-public information. Where we have access to nonpublic information, all employees are reminded that such information may not be used in a personal or professional capacity and is subject to the firm's insider trading policy.

- Gifts

Typically gifts of a nominal value may be offered or received. Gifts in excess of a nominal value must be declined or returned. Greensview's Political Contributions Policy, which aims to ensure compliance with Illinois Securities Laws and SEC Rule 206(4), however, places significant restrictions on the ability of Greensview supervised persons to make political contributions.

- Outside Business Activities

Any outside business activity involving a non-affiliated company must be pre-approved.

Our Code of Ethics is designed to assure that the personal securities transactions, activities, and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients, and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

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

Our firm representatives may engage in securities transactions for their own accounts, including the same or related securities that are recommended to or owned by clients of the Adviser. These transactions may include trading in securities in a manner that differs from, or is inconsistent with, the advice given to clients of the Adviser, and the transactions may occur at or about the same time that such securities are recommended to or are purchased or sold for client accounts. This creates a potential for a conflict between the interest of the clients and the interests of the Adviser and/or its representatives. We will ensure, however, that such transactions are in compliance with all under the provisions under both Illinois Securities Laws and regulations, as well as Section 206(3) of the Advisers Act governing principal transactions to advisory clients. Greensview is prohibited from engaging in agency cross transactions.

## **Item 12 – Brokerage Practices**

Our firm does not maintain custody of your assets on which we advise, 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, below). Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We are independently owned and operated and not affiliated with any qualified custodian. Custodians will hold your assets in a brokerage account and buy and sell securities when instructed. We allow multiple custodians to be used as custodian/broker, and for each one, you will

decide whether to open your account by entering into an account agreement directly with them. We may assist in the account opening process, but we do not open the account for you.

We generally recommend that you use Charles Schwab & Co., Inc. ("Schwab"), TD Ameritrade Institutional ("TD"), or Raymond James Financial Services, Inc., all FINRA-registered broker-dealers, members SIPC, as your qualified custodian. All firms are independently owned and operated and are not affiliated with our firm. The custodians will hold client assets in a brokerage account and buy and sell securities when instructed. While we recommend that you utilize Schwab, TD Ameritrade Institutional, or Raymond James as your custodian/broker, the decision whether to do so is ultimately your decision. If you do not wish to place your assets with Schwab, TD Ameritrade, or Raymond James, you may select another custodian, although we may choose to not manage your account. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your accounts as described below (see "Your brokerage and custody costs").

### **How we select brokers/custodians**

We seek to recommend custodians and brokers that will hold your assets and execute transactions on terms that are, overall, most advantageous when compared with other available providers and their services. We consider a wide range of factors, including:

- 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, security and stability
- Prior service to us and our clients
- Availability of other products and services that benefit us, as discussed below (see "Products and services available to us from Schwab, TD Ameritrade Institutional, and Raymond James")

### **Your brokerage and custody costs**

For our clients' accounts that Charles Schwab & Co., TD Ameritrade Institutional, and RJFS maintains, the custodians generally do 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, TD Ameritrade Institutional, or Raymond James account. Certain trades (for example, many mutual funds and ETFs) may not incur commissions or transaction fees. The custodians may also be compensated by earning interest on the uninvested cash in your account (for example, in Schwab's Cash Features Program). Schwab's commission rates applicable to our client accounts were negotiated based on the condition that our clients collectively maintain a total of at least \$25 million of their assets in accounts at Schwab. This commitment benefits you because the overall commission rates you pay are lower than they would be otherwise. In addition to commissions, both custodians 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 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 the custodian execute most trades for your account. We have determined that having Charles Schwab &



Co., TD Ameritrade Institutional, and RJFS execute most trades is consistent with our duty to seek "best execution" of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see "How we select brokers/custodians").

## **Products and Services Available to Us From Schwab, TD Ameritrade Institutional, and Raymond James**

Schwab Advisor Services™ (formerly Schwab Institutional), TD Ameritrade Institutional, and Raymond James Financial Services ("RJFS") provide the firm's clients and the firm with access to its institutional brokerage-trading, custody, reporting, and related services-many of which are not typically available to retail customers. Schwab, TD Ameritrade Institutional, and Raymond James also makes available various support services. Some of those services help manage or administer clients' accounts; while others help the firm manage and grow our business. Here is a more detailed description of our preferred custodians' support services:

**Services that benefit you.** Charles Schwab & Co., TD Ameritrade Institutional, and RJFS' 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 each custodian include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by the firm's clients. The Custodian's services described in this paragraph generally benefit you and your accounts.

**Services that may not directly benefit you.** Each of our preferred custodians also makes available to the firm other products and services that benefit us, but may not directly benefit your or your accounts. These products and services assist us in managing and administering your accounts. They include investment research, both the Custodians own and that of third parties. We may use this research to service all or some substantial number of our clients' accounts. In addition to investment research, the Custodians also make 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; and
- Assist with back-office functions, recordkeeping, and client reporting.

**Services that generally benefit only us.** The Custodians also offer 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
- Marketing consulting and support.

Charles Schwab & Co., TD Ameritrade Institutional, and RJFS may provide some of these services themselves. In other cases, the custodian will arrange for third-party vendors to provide the services to the firm. Both custodians may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. The Custodians may also provide the firm with other benefits such as occasional business entertainment of our personnel.

## **Our interest in Schwab, TD Ameritrade Institutional, and RJFS's services**

The availability of these services from each Custodian benefits us because we do not have to produce or purchase them. We don't have to pay for the custodian's services. These services are not contingent upon us committing any specific amount of business to the Custodian in trading commissions or assets in custody. This creates an incentive to recommend that you maintain your account with the Custodian, based on our interest in receiving the custodians' services that benefit our business and the receipt of services for which we would otherwise have to pay rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Charles Schwab & Co., TD Ameritrade Institutional, and RJFS as custodians and brokers is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Charles Schwab & Co., TD Ameritrade Institutional, and RJFS' services (see "How we select brokers/ custodians") and not custodial services that benefit only us.

## **Research and Other Soft Dollar Benefits**

We do not receive or other products or services other execution from a broker-dealer or a third party in connection with client securities transaction ("soft dollar benefits").

## **Brokerage for Client Referrals**

We do not consider, in selecting or recommending broker-dealers, whether we or a related person receives client referrals from such broker-dealer or third party.

## **Best Execution and Directed Brokerage**

As indicated above, we generally recommend the use of Charles Schwab, TD Ameritrade Institutional, or Raymond James as custodian and broker/dealer to you. The Firm has an obligation to seek the best execution for client transactions. Best execution means the most favorable terms for a transaction based on all relevant factors, including, without limitation, quality of execution, services and research provided, commission rates, volume discounts offered, execution capability, reliability, and responsiveness of the broker/dealer. Therefore, we may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of our clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

Although we recommend the use of certain preferred broker/dealers and custodians, you may request that we direct brokerage elsewhere for transaction execution. In the event that you direct brokerage and we accept, you should be aware that we will generally be unable to negotiate commissions or other fees and charges for your account. As a result of your directing trades to a broker-dealer, we would be unable to ensure that your trades receive "best execution". As such, you may pay more in transaction charges than if you executed trades through Charles Schwab & Co., TD Ameritrade Institutional, or RJFS. Therefore, directed brokerage may cost you more money.

## **Order Aggregation**

Transactions for each client account generally will be effected independently, unless we decide to purchase or sell the same securities for several clients at approximately the same time. We may bunch

such orders to obtain better price execution, to negotiate more favorable commission rates, or to allocate equitably among our clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. The Firm shall not receive any additional compensation or remuneration as a result of such aggregation.

## **Item 13 – Review of Accounts**

Your investment strategies and investments are managed by H.G. Spencer Smith and reviewed on an on-going basis. The general economy, market conditions, and/or changes in tax law can trigger more frequent reviews. Cash needs will be adjusted as necessary. Material changes in your personal/financial situation and/or investment objectives will require additional review and evaluation for us to properly advise you on revisions to previous recommendations and/or services. However, it is your responsibility to communicate these changes for us to make the appropriate corrections to your management account(s).

You will receive statements, at least quarterly, from the Custodian where your account(s) are held in custody that identifies your current investment holdings, the cost of each of those investments, and their current market values.

You are encouraged to review the trading activities disclosed on your account statements which summarizes your portfolio account value, current holdings, and all account transactions made during the quarter. It is important for you to review these documents for accurate reporting and to determine whether we are meeting your investment expectations.

## **Item 14 – Client Referrals and Other Compensation**

### **Referral Compensation**

As a matter of firm practice, we do not pay referral fees to affiliated or independent persons or firms ("Solicitors") for introducing certain clients to us.

### **Other Compensation (Indirect Benefits)**

Our firm receives an economic benefit from the Custodians we utilize in the form of the support products and services it makes available to the firm and other independent investment advisors that have their clients maintain accounts at their firms. These products and services, how they benefit the firm, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices). The availability of the custodians' products and services to the firm is not based on our giving particular investment advice, such as buying particular securities for our clients.

### **Retirement Rollover Compensation**

When it comes to your retirement account, you have four options to consider when transitioning employment from one employer for another or for seeking full retirement:

- Leave the account assets in the former employer's plan, if permitted;
- Rollover the assets to the new employer's plan, if one is available and rollovers are permitted;
- Rollover the account assets to an Individual Retirement Account (an "IRA"); or,

- Cash out the retirement account assets (There may be tax consequences and/or IRS penalties depending on your age.).

Should you approach us to advise you on which option would be the best for your particular situation, we have an economic incentive to recommend you rollover your retirement account to a managed IRA account with us where we would earn a management fee on the assets. This can create a conflict of interest and the objectivity of the advice we render subjective and a disadvantage to you. Therefore, if we recommend you rollover your retirement account to an individually managed IRA account, you are under no obligation to engage us to manage your assets. You are free to take your account anywhere.

## Item 15 – Custody

Under government regulations, we are deemed to have custody of your assets if, for example, you authorize us to instruct your Custodian to deduct advisory fees directly from your account. The Custodian you select, Charles Schwab & Co., TD Ameritrade Institutional, or RJFS will maintain actual custody of client assets. You will receive account statements directly from the custodian at least quarterly. They will be sent to the email or postal mailing addresses you provided to the Custodian. **You are encouraged to compare the financial data contained in our report and/or itemized fee notice with the financial information disclosed in your account statement from the Custodian to verify the accuracy and correctness of our reporting.**

## Item 16 – Investment Discretion

As part of our portfolio management services, our firm typically receives discretionary authority from you at the outset of our advisory relationship. Granting us discretionary authority permits us to make investment decisions and place trades in your account without first consulting you. Our discretionary authority gives us the ability to do the following without first contacting you:

- Determine the security to buy or sell
- Determine the amount of the security to buy or sell
- Exchange or convert securities, including money market instruments
- Determine the timing of securities transactions
- Select a broker to effect securities transactions
- Determine the terms of transaction, including commission amounts (if any)

We are granted discretionary authority when you sign a discretionary agreement with our firm. You will have the ability limit the authority through restrictions, written instructions, or based on your new account paperwork or investment policy statements. You may change or amend limitations at any time by providing us with written instructions or revising your initial account paperwork.

We seek to manage portfolios with similar instructions or guidelines in the same way. In some instance, accounts with restrictive guidelines (for example, avoiding certain asset classes or types of securities) will be unable to participate in aggregated orders and can be disadvantaged by the market impact of trading for other accounts.

If you do not grant the firm discretionary authority, we are limited to make periodic recommendations to you regarding which securities to be purchased or sold and the size of the transactions. You will ultimately be responsible for implementation of those recommendations and the timing of the transaction.

## **Item 17 – Voting Client Securities**

As a matter of firm policy and practice, we do not have any authority to, and does not vote proxies on behalf of, advisory clients. You will retain the responsibility for receiving and voting proxies for any and all securities maintained in your portfolios. We may provide advice to clients regarding the clients' voting of proxies.

## **Item 18 – Financial Information**

We have no additional financial circumstances to report. We do not solicit fees of more than \$1,200 per client, six months or more in advance of services rendered under any circumstances. We are therefore not required to include a financial statement with this brochure. We are not aware of any current financial conditions that are likely to impair our ability to meet our contractual commitments to you. In addition, the Company has not, nor have any of our officers and directors, been the subject of a bankruptcy petition at any time during the past ten year.

9122976.1  
11/19/2018