

**TRANSCEND WEALTH COLLECTIVE, LLC**

**FORM ADV PART 2A, APPENDIX 1 WRAP PROGRAM**

**Item 1 – Cover Page**

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This brochure provides information about the qualifications and business practices of Transcend Wealth Collective, LLC. If you have any questions regarding the contents of this brochure, please do not hesitate to contact our Chief Compliance Officer, James Hughes, by telephone at (973) 370-3203 x101 or by email at [hughes.jamesp68@gmail.com](mailto:hughes.jamesp68@gmail.com). 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.

Transcend Wealth Collective, LLC is a registered investment advisor. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training. Additional information about Transcend Wealth Collective, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

November 14, 2018

## **Item 2 – Material Changes**

Form ADV Part 2 requires registered investment advisors to amend their wrap fee program brochure when information becomes materially inaccurate. If an adviser is filing an annual updating amendment and there are any material changes to an advisor's wrap fee program brochure, the advisor is required to notify you and provide you with a description of the material changes.

As Transcend Wealth Collective, LLC is a newly-registered investment advisor, there are no material changes to disclose.

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#### **Item 4 – Services, Fees, and Compensation**

The Transcend Wealth Collective, LLC Wrap Program (the “Program”) is an investment advisory program sponsored by Transcend Wealth Collective, LLC (“TWC” or the “Firm”). TWC is an investment advisory firm registered with the United States Securities and Exchange Commission (“SEC”).

This Brochure describes the Program as it relates to clients receiving services through the Program. In addition to the Program, the Firm offers a variety of advisory services, which include financial planning, consulting, and investment management services under different arrangements than those described herein. Information about these services is contained in the Firm’s Disclosure Brochure, which appears as Part 2A of the Firm’s Form ADV.

#### **Description of the Program**

The Program is offered as a wrap fee program, which provides clients utilizing the portfolio management services of TWC with the ability to trade in certain investment products without incurring separate brokerage commissions or transaction charges. A wrap fee program is considered as any arrangement under which clients receive investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisors) and the execution of designated client transactions for a specified fee or fees not based upon transactions in their accounts.

TWC provides investment management services as the sponsor and manager of the TWC Wrap Program. TWC primarily allocates client assets among various individual debt and equity securities, mutual funds, exchange-traded funds (“ETFs”), structured products, options, and alternative investments in accordance with clients’ stated investment objectives, risk profile and financial condition. Under the TWC Wrap Program, the client pays a single fee (“Program Fee”) for TWC’s investment advice, custody and commissions for securities transactions executed through the program broker and custodian of the client’s account, as described below. The Program Fee does not include the fees and expenses of the underlying mutual funds, ETFs or External Managers or any fees charged by a platform manager or sponsor, as described in greater detail in the “Additional Fees and Expenses” section below, or any mark-ups and mark-downs embedded in Fixed Income transactions. Participants in the TWC Wrap Program may pay a higher or lower aggregate fee than if investment management and brokerage services are purchased separately.

Prior to receiving services through the Program, clients are required to enter into a written agreement with TWC setting forth the relevant terms and conditions of the advisory relationship (the “Agreement”). Clients must also open a new securities brokerage account and complete a new account agreement with an unaffiliated broker/dealer custodian (a “BD/Custodian”). This includes Schwab Advisor Services, a division of Charles Schwab & Co., Inc. (“Schwab”), which is a FINRA-registered broker-dealer and member of SIPC and a “Qualified Custodian” as that term is described in Rule 206(4)-2 of the Investment Advisers Act of 1940 (“Advisers Act”). Each BD/Custodian provides custody of securities, trade execution, and clearance and settlement of transactions placed by TWC. If your accounts are custodied at Schwab, Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to.

Accounts managed through the TWC Wrap Program are done so in substantially the same manner as those managed under a non-wrap arrangement.

## Fees

### The Program Fee

TWC charges an annual Program Fee based on the value of the assets in the Program that is agreed upon with each client and set forth in an agreement executed by TWC and the client. TWC's Program Fee is negotiable and varies based on several factors, including, but not limited to, the size of the relationship, the nature and complexity of the products and investments involved, time commitments and travel requirements. If based on a percentage of the value of assets under management, the fee generally ranges between .45% and 1.50% annually of the value of the assets under management. The Program Fee for the initial quarter is payable on a pro rata basis, in arrears, based on the period ending value of the net billable assets under management. For subsequent quarters, the Program Fee generally is payable in advance (except for services to participant-directed 401k plans, which generally are payable in arrears), based on the average daily net billable asset value of the client's accounts through the last day of the previous quarter as provided by third-party sources such as pricing services, custodians, fund administrators, and client-provided sources.

The Program Fee covers TWC's advisory services, custody and commissions for securities transactions effected through the Program Broker and custodian of the client's account. The Program Fee does not include the fees and expenses of the underlying mutual funds, ETFs or External Managers and any fees imposed by a platform manager or sponsor, as described in greater detail in the "Additional Fees and Expenses" section below, or mark-ups and mark-downs embedded in fixed income transactions. The number of transactions made in clients' accounts, the size of the accounts, and the securities used to construct a portfolio, as well as the commissions charged for each transaction, determines the relative cost of the Program versus paying for execution on a per transaction basis and paying a separate fee for advisory services. Participants in the Program may pay a higher or lower aggregate fee than if investment management and brokerage services are purchased separately. TWC does not charge its clients higher advisory fees based on their trading activity, but clients should be aware that TWC may have an incentive to limit its trading activities in client accounts because TWC is charged for executed trades.

### Cash Positions

At any specific point in time, depending upon perceived or anticipated market conditions or events (there being no guarantee that such anticipated market conditions/events will occur), TWC may maintain cash positions for defensive or other purposes. All cash positions (money markets, etc.) shall be included as part of assets under management for purposes of calculating the Program Fee.

### Additional fees and expenses

In addition to the Program Fee, clients will be responsible for the fees and expenses of the underlying mutual funds, ETFs and External Managers and any fees charged by a platform manager or sponsor, transfer taxes, odd lot differentials, exchange fees, interest charges, ADR processing fees, and any charges, taxes or other fees mandated by any federal, state or other applicable law, retirement plan account fees

(where applicable), electronic fund and wire fees. Clients should review the applicable prospectuses for additional information about fund fees and expenses. For External Managers, clients should review each manager's Form ADV 2A disclosure brochure and either the contract they sign with the Independent Manager (in a dual contract relationship) or their Statement of Investment Selection (in a single contract relationship) for additional information about fees and expenses charged.

The Program Fee generally does not cover mark-ups or mark-downs for fixed income transactions. Fixed income transactions usually are cleared net, without any commissions. However, the broker-dealers executing fixed income transactions typically assess mark-ups or other trading related costs that are embedded into the price of the security allocated to client accounts. The Program Fee also does not cover transaction fees or "trade away" fees imposed for trades placed away from the Program Broker and custodian of the client's account. External Managers of fixed income securities, in particular, may trade through other broker-dealers in order to obtain best execution.

#### Payment of Fees

TWC generally deducts its Program Fee from a client's investment account(s) held at his/her custodian. Upon engaging TWC to manage such account(s), a client grants TWC this limited authority through a written instruction to the custodian of his/her account(s).

#### Compensation for Recommending the Program

TWC does not have any arrangements where it receives an economic benefit from a third party for recommending the Program.

### **Item 5 – Account Requirements and Types of Clients**

TWC offers investment advisory services to individuals, including high net worth individuals, families, family offices, trusts, businesses, charitable foundations, and retirement/profit-sharing plans.

Accounts in the Program may be subject to a minimum annual Program Fee at the discretion of TWC management. Additionally, certain External Managers may impose more restrictive account requirements and varying billing practices than TWC. In such instances, TWC may alter its corresponding account requirements and/or billing practices to accommodate those of the External Managers.

### **Item 6 – External Manager Selection and Evaluation**

TWC generally recommends that clients authorize active discretionary management of all or a portion of their assets designated to the Program by certain External Managers in addition to the utilization, where appropriate, of passive investment vehicles. To the extent applicable, TWC recommends or selects External Managers consistent with the client's investment objectives. Factors which TWC considers in recommending or selecting External Managers include the client's stated investment objective(s), risk profile and financial condition and the External Manager's management style, performance, reputation, financial strength, and the results of TWC's research.

TWC does not independently validate the performance of External Managers.

TWC acts as a portfolio manager for the Program. However, TWC does not receive fees for its investment management services that are in addition to the Program Fee.

#### *Other Advisory Business Services*

TWC offers a variety of advisory services, which include financial planning, institutional consulting, and investment management services. TWC tailors its advisory services to meet the needs of its individual clients and seeks to manage client portfolios in a manner consistent with those needs and objectives. TWC consults with clients on an initial and periodic basis to assess their specific risk tolerance, time horizon, liquidity constraints and other related factors relevant to the management of their portfolios. Clients are advised to inform TWC of any changes to their investment objectives, risk tolerance or financial circumstances.

#### *Methods of Analysis, Investment Strategies*

Overall investment strategies recommended to each client generally emphasize long-term ownership of a diversified portfolio of marketable and non-marketable investments intended to provide superior after-tax, inflation-adjusted, economic returns. TWC generally recommends broad diversification via a long-term asset allocation strategy -- diversified both across asset classes and within asset classes -- in an effort to improve the risk and return potential of client portfolios. More specifically, we may recommend multiple asset classes (both liquid and illiquid), market capitalizations, market styles, and geographic regions to provide diversification.

Client portfolios with similar investment objectives and asset allocation goals may own different securities and investments. The client's portfolio size, tax sensitivity, desire for simplicity, long-term wealth transfer objectives, time horizon and choice of custodian are all factors that influence TWC investment recommendations.

Each portfolio maintains a long-term target asset allocation. At each periodic review, TWC reviews with the client the extent to which the actual allocation matches the target allocation. When we consider the variance excessive, the advisor will provide recommendations to the client to bring the actual allocation within an acceptable range of the target. This process, known as "rebalancing," offers a systematic and disciplined way to trim investment classes that have been in favor and redeploy capital to assets classes that have been out of favor.

Investment advice given to clients more often than not includes recommending long term purchases or holding on to certain assets. However, other investment strategies that may also be recommended include short-term purchases, margin transactions, and options (including buying puts or selling covered calls).

Marketable asset classes recommended by TWC include equities, corporate, U.S. government, municipal debt securities, no-load mutual funds and exchange-traded funds ("ETFs"). Investment recommendations may also include: warrants, commercial paper, certificates of deposit, options contracts, and interests in limited partnerships. Mutual fund and ETF recommendations are developed with the objective of selecting

a well-diversified fund, or group of funds, with appropriate historical performance, at a level of volatility (risk) determined to be appropriate for each client. Recommendations of investment vehicles are made based on data provided by various sources of third-party research and analytics.

TWC recommends third-party sponsored private investment vehicles that are not available to the broad public. To date, these private investment vehicles include diversified hedge funds, private investment real estate funds, diversified leveraged buyout fund of funds, distressed opportunities and special situations fund of funds, venture capital fund of funds, and tax-sensitive inflation hedges.

Neither TWC nor any of its owners or employees, receives any compensation or fee sharing from recommending any of these private investment vehicles or their investment managers. Virtually every private investment vehicle is unique and requires a careful evaluation of the specific structure of the fund, management team's experience, and operational risks. The most important source of information for TWC's evaluation of a private investment vehicle is the private placement memorandum and the other offering documents prepared by the private investment vehicle's management. The evaluation of privately negotiated investments and limited partnerships of all varieties is developed on the basis of an in-depth, fundamental evaluation of the business, management, markets, risks, liquidity, tax considerations and other factors affecting the economic and investment viability of each individual venture.

TWC relies on various third-parties including investment research organizations, consultants, appraisers, accountants, and lawyers as necessary for specialized assistance.

TWC may also advise clients who are corporate officers or employees on the merits of diversifying large holdings of shares of the corporation's stock and on other forms of compensation which may be payable in the corporation's stock.

TWC does not represent, imply or guarantee that the services or methods of analysis used by TWC to make investment recommendations can or will produce successful results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or crashes. No guarantees can be offered that a client's goals or objectives will be achieved. Past performance is not an indication or guarantee of future results. Clients are advised that the recommendations offered by TWC are not legal or tax advice. Clients are advised to promptly notify TWC with respect to any changes in their financial situation and/or financial goals and objectives. Failure to do so could result in our recommendations not meeting the objectives and/or needs of the client.

#### Risk of Loss

Investing in securities involves a risk of loss. A client can lose all or a substantial portion of his/her investment. A client should be willing to bear such a loss. Some investments are intended only for sophisticated investors and can involve a high degree of risk.

#### Material Risks Involved

The mutual funds, ETFs and External Managers that the Firm frequently invests client assets with or recommends to clients generally own securities and therefore also involve the risk of loss that is inherent in investing in securities. The extent of the risk of ownership of fund shares generally depends on the type and number of securities held by the fund. Mutual funds invested in fixed income securities are subject to



the same interest rate, inflation, and credit risks associated with the fund's underlying bond holdings. Fixed income securities may decrease in value as a result of many factors, for example, increases in interest rates or adverse developments with respect to the creditworthiness of the issuer. Risks also may be significantly increased if a mutual fund pursues an alternative investment strategy. An investment in an alternative mutual fund involves special risks such as risk associated with short sales, leveraging the investment, potential adverse market forces, regulatory changes, and potential illiquidity. Investing in alternative strategies presents the opportunity for significant losses. Returns on mutual fund investments are reduced by management costs and expenses.

An ETF's risks include declining value of the securities held by the ETF, adverse developments in the specific industry or sector that the ETF tracks, capital loss in geographically focused funds because of unfavorable fluctuation in currency exchange rates, differences in generally accepted accounting principles, or economic or political instability, tracking error, which is the difference between the return of the ETF and the return of its benchmark and trading at a premium or discount, meaning the difference between the ETF's market price and NAV. ETFs also are subject to the individual risks described in their prospectus. Although many mutual funds and ETFs may provide diversification, risks can be significantly increased if a mutual fund or ETF is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage to a significant degree, or concentrates in a particular type of security. One of the main advantages of mutual funds and ETFs is that they give individual investors access to professionally managed, diversified portfolios of equities, bonds and other securities.

Although the goal of diversification is to combine investments with different characteristics so that the risks inherent in any one investment can be balanced by assets that move in different cycles or respond to different market factors, diversification does not eliminate the risk of loss. In some circumstances, price movements may be highly correlated across securities and funds. A specific fund may not be diversified, and a client portfolio may not be diversified. Additionally, when diversification is a client objective, there is risk that the strategies that the Firm uses may not be successful in achieving the desired level of diversification. There is also risk that the strategies, resources, and analytical methods that the Firm uses to identify mutual funds and ETFs will not be successful in identifying investment opportunities.

The following events also could cause mutual funds, ETFs, equities and fixed income securities and other investments managed for clients, as well as those managed by External Managers, to decrease in value:

- Market Risk: The price of an equity security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, changes in political, economic and social conditions may trigger adverse market events.
- Interest-rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- Event Risk: An adverse event affecting a particular company or that company's industry could depress the price of a client's investments in that company's stocks or bonds. The company,

government or other entity that issued bonds in a client's portfolio could become less able to, or fail to, repay, service or refinance its debts, or the issuer's credit rating could be downgraded by a rating agency. Adverse events affecting a particular country, including political and economic instability, could depress the value of investments in issuers headquartered or doing business in that country.

- Liquidity Risk: Securities that are normally liquid may become difficult or impossible to sell at an acceptable price during periods of economic instability or other emergency conditions. Some securities may be infrequently or thinly traded even under normal market conditions.
- Leverage Risk: The use of leverage may lead to increased volatility of a fund's NAV and market price relative to its common shares. Leverage is likely to magnify any losses in the fund's portfolio, which may lead to increased market price declines. There is no assurance that a leveraging strategy will be successful.
- Domestic and/or Foreign Political Risk: The events that occur in the U.S. relating to politics, government, and elections can affect the U.S. markets. Political events occurring in the home country of a foreign company such as revolutions, nationalization, and currency collapse can have an impact on the security.
- Inflation Risk: Countries around the globe may be more, or less, prone to inflation than the U.S. economy at any given time. Companies operating in countries with higher inflation rates may find it more difficult to post profits reflecting its underlying health.
- Currency Risk: Overseas investments are subject to fluctuations in the value of the U.S. dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- Reinvestment Risk: This risk is that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.
- Operational Risk: Fund Advisors and other ETF service providers may experience disruptions or operating errors such as processing errors or human errors, inadequate or failed internal or external processes, or systems or technology failures, that could negatively impact the ETF.
- Regulatory/Legislative Developments Risk: Regulators and/or legislators may promulgate rules or pass legislation that places restrictions on, adds procedural hurdles to, affects the liquidity of, and/or alters the risks associated with certain investment transactions or the securities underlying such investment transactions. Such rules/legislation could affect the value associated with such investment transactions or underlying securities
- Illiquid Securities: Investments in hedge funds and other private investment funds may underperform publicly offered and traded securities because such investments:

- typically require investors to lock-up their assets for a period and may be unable to meet redemption requests during adverse economic conditions;
- Have limited or no liquidity because of restrictions on the transfer of, and the absence of a market for, interests in these funds;
- Are more difficult to monitor and value due to a lack of transparency and publicly available information about these funds;
- May have higher expense ratios and involve more inherent conflicts of interest than publicly traded investments; and
- Involve different risks than investing in registered funds and other publicly offered and traded securities. These risks may include those associated with more concentrated, less diversified investment portfolios, investment leverage and investments in less liquid and non-traditional asset classes.

*Past performance of a security or a fund is not necessarily indicative of future performance or risk of loss.* Investing in securities involves a risk of loss. A client can lose all or a substantial portion of his/her investment. A client should be willing to bear such a loss. Some investments are intended only for sophisticated investors and can involve a high degree of risk.

### Cybersecurity

The computer systems, networks and devices used by TWC and service providers to us and our clients to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, human error, infiltration by unauthorized persons and security breaches. Despite the various protections utilized, systems, networks, or devices potentially can be breached. A client could be negatively impacted as a result of a cybersecurity breach. Cybersecurity breaches can include unauthorized access to systems, networks, or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality. Cybersecurity breaches may cause disruptions and impact business operations, potentially resulting in financial losses to a client; impediments to trading; the inability by us and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs; as well as the inadvertent release of confidential information. Similar adverse consequences could result from cybersecurity breaches affecting issuers of securities in which a client invests; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers, and other financial institutions; and other parties. In addition, substantial costs may be incurred by these entities in order to prevent any cybersecurity breaches in the future.

### Use of External Managers

TWC may select certain External Managers to manage a portion of its clients' assets. In these situations, TWC conducts due diligence of such managers, but the success of such recommendations relies to a great extent on the External Managers' ability to successfully implement their investment strategies. In addition, TWC does not have the ability to supervise the External Managers on a day-to-day basis.

### **Voting Client Securities**

As a general practice, TWC does not vote client securities (proxies) held in individual client accounts unless TWC specifically agrees to accept this authority and responsibility in writing.

TWC understands and appreciates the importance of proxy voting and, if TWC agrees to accept proxy voting authority and responsibility, will generally manage the receipt of incoming proxies, maintain a log of all proxies, and place votes based on established firm policies and guidelines. In the course of exercising discretion to vote a proxy, TWC will vote any such proxies in the best interests of advisory clients and in accordance with the procedures outlined below (as applicable).

TWC's general policy is to vote proxy proposals, amendments, consents or resolutions relating to securities, including interests in private investment funds, if any (collectively, "proxies"), in a manner that serves the best interests of the Firm's advisory clients, as the Firm determines in its discretion, taking into account relevant factors, including, but not limited to, the impact on the value of the securities; the anticipated costs and benefits associated with the proposal; the effect on liquidity; and customary industry and business practices. TWC also has the flexibility to abstain from a particular proxy vote when it is determined to be in the best interest of investors.

For routine matters, TWC will vote in accordance with the recommendation of the company's management, directors, general partners, managing members or trustees (collectively, the "Management"), as applicable, unless, in the firm's opinion, such recommendation is not in the best interests of its clients. For non-routine matters, TWC will generally vote in accordance with the recommendation of the company's Management; however, such proxies related to non-routine matters may be voted otherwise on a case-by-case basis when in the best interests of the Firm's clients, as determined by the Investment Committee.

At times, material conflicts may arise between the interests of TWC's clients and the interests of the Firm or its affiliates. In the event the Firm determines that it has or may be perceived to have a material conflict of interest with respect to voting a proxy (such as an employee's status as an officer, director or controlling shareholder with respect to a personal investment), TWC will address matters involving such conflicts of interest as follows:

- If a proxy proposal is addressed by the Firm's policies, such as in routine matters to vote with Management, the Firm will vote in accordance with such policies;
- If the proxy proposal is not addressed by the Firm's policies, or requires a case-by-case determination, and the Firm determines that the expected benefit from voting exceeds the cost to the Firm, the Firm will at that time seek and vote in accordance with the recommendation of an

independent proxy advisory service. The Firm will memorialize the rationale for of the decisions concerning such vote in writing.

Clients may obtain information from the Firm on how it voted with respect to their securities by contacting the Firm's Chief Compliance Officer.

### **Performance-Based Fees and Side-by-Side Management**

Performance-based fees are fees that are based on a share of a capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. TWC's fees are calculated as described in Item 5 above. TWC does not charge performance-based fees or participate in side by side management.

### **Item 7 – Client Information Provided to Portfolio Managers**

TWC strives to provide investment advisory services specific to needs of each client. Prior to providing investment advisory services, an investment advisor representative will discuss with each client, their investment objective(s). TWC then allocates each client's investment assets consistent with their designated investment objective(s). Clients may, at any time, impose reasonable restrictions, in writing, on TWC's services.

It remains the responsibility of each client to advise TWC if there is ever any change in their financial situation or investment objectives.

Clients participating in the Program generally grant TWC the authority to discuss certain non-public information with the External Managers engaged to manage their accounts. Depending on the specific arrangement, the Firm may be authorized to disclose various personal information including, but not limited to: names, phone numbers, addresses, social security numbers, tax identification numbers, and account numbers. TWC may also share certain information related to its clients' financial positions and investment objectives in an effort to ensure that the External Managers' investment decisions remain aligned with the Firm's clients' best interests. This information is communicated as necessary for the management of its clients' portfolios.

### **Item 8 - Client Contact with Portfolio Managers**

Clients have reasonable access to the Program's portfolio managers.

### **Item 9 – Additional information**

#### **A. Disciplinary Information**

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of TWC and the integrity of TWC's management. TWC has no information applicable to this Item.

## **B. Other Financial Industry Activities and Affiliations**

### **Licensed Insurance Agents**

A number of the Firm's advisory persons may be licensed insurance agents and may offer certain insurance products on a fully-disclosed commissionable basis. A conflict of interest exists to the extent that TWC recommends the purchase of insurance products where its advisory persons may be entitled to insurance commissions or other additional compensation. Clients are under no obligation to purchase insurance products through any person affiliated with TWC. The Firm has procedures in place whereby it seeks to ensure that all recommendations are made in its clients' best interest regardless of any such affiliations.

### **Registrations with Broker-Dealer**

Certain Firm representatives who provide investment advice to clients ("advisory persons") may also be registered representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS"), a FINRA-registered broker-dealer and member of SIPC.

A Firm advisory person who is a registered representative of PKS may implement securities transactions on a commission basis through PKS. In such instances, the advisory person will receive commission-based compensation in connection with the purchase and sale of securities, as well as a share of any ongoing distribution or service (trail) fees, including 12b-1 fees for the sale of investment company products. Clients who are invested in mutual funds which pay 12b-1 fees will pay more in expenses and likely will have lower returns than clients who are invested in mutual funds that have similar investment strategies and holdings, but do not pay 12b-1 fees. Compensation earned by the advisory person in his or her capacity as a registered representative is separate from and in addition to TWC's Program Fee. The receipt of such compensation by an advisory person presents a conflict of interest as an advisory person who is a registered representative may have an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on client needs. To mitigate these conflicts, clients are under no obligation to purchase securities products through PKS or Firm advisory persons who are registered representatives or otherwise engage such persons and may choose brokers or agents not affiliated with TWC or PKS. Further, TWC will not charge an ongoing investment advisory fee on assets purchased by a client through an advisory person acting in their capacity as a registered representative.

## **C. Code of Ethics, Participation or Interest in Client Transactions**

### **Description of Code of Ethics**

TWC has a Code of Ethics (the "Code") which requires TWC's employees ("supervised persons") to comply with their legal obligations and fulfill the fiduciary duties owed to the Firm's clients. Among other things, the Code of Ethics sets forth policies and procedures related to conflicts of interest, outside business activities, gifts and entertainment, compliance with insider trading laws and policies and procedures governing personal securities trading by supervised persons.

Personal securities transactions of supervised persons present potential conflicts of interest with the price obtained in client securities transactions or the investment opportunity available to clients. The Code

addresses these potential conflicts by prohibiting securities trades that would breach a fiduciary duty to a client and requiring, with certain exceptions, supervised persons to report their personal securities holdings and transactions to TWC for review by the Firm's Chief Compliance Officer. The Code also requires supervised persons to obtain pre-approval of certain investments, including initial public offerings and limited offerings.

TWC will provide a copy of the Firm's Code of Ethics to any client or prospective client upon request.

#### **D. Receipt of Economic Benefit**

TWC generally recommends that its investment management clients utilize the custody and brokerage services of an unaffiliated broker/dealer custodian (a "BD/Custodian") with which TWC has an institutional relationship. Currently, this includes Schwab Advisor Services, a division of Charles Schwab & Co., Inc. ("Schwab"), which is a FINRA-registered broker-dealer and member of SIPC and a "Qualified Custodian" as that term is described in Rule 206(4)-2 of the Investment Advisers Act of 1940 ("Advisers Act"). Each BD/Custodian provides custody of securities, trade execution, and clearance and settlement of transactions placed by TWC. If your accounts are custodied at Schwab, Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to.

In deciding to recommend Schwab, some of the factors that TWC considers include:

- Trade order execution and the ability to provide accurate and timely execution of trades;
- The reasonableness and competitiveness of commissions and other transaction costs;
- Access to a broad range of investment products;
- Access to trading desks;
- Technology that integrates within TWC's environment, including interfacing with TWC's portfolio management system;
- A dedicated service or back office team and its ability to process requests from TWC on behalf of its clients;
- Ability to provide TWC with access to client account information through an institutional website; and
- Ability to provide clients with electronic access to account information and investment and research tools.

TWC generally places portfolio transactions through the BD/Custodian where the clients' accounts are custodied. In exchange for using the services of the BD/Custodian, TWC may receive, without cost, computer software and related systems support that allows TWC to monitor and service its clients' accounts maintained with such BD/Custodian.

Schwab also makes available to the Firm products and services that benefit the Firm but may not directly benefit the client or the client's account. These products and services assist us in managing and administering client accounts. They include investment research, both Schwab's own and that of third parties. TWC may use this research to service all or some substantial number of client accounts, including



accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- provides access to client account data (such as duplicate trade confirmations and account statements);
- facilitates trade execution and allocates aggregated trade orders for multiple client accounts;
- provides pricing and other market data;
- facilitates payment of our fees from our clients' accounts; and
- assists with back-office functions, recordkeeping, and client reporting.

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

- educational conferences and events;
- technology, compliance, legal, and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants, and insurance providers.

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

Transition-related expenses: In connection with the launch of TWC and the Firm's intention to recommend that clients custody their assets with Schwab, Schwab has agreed to provide TWC with reimbursement of Transfer or Account Exit Fees for a value not to exceed \$400,000. These funds will be used toward fees client accounts will bear if the accounts are transferred to Schwab. Schwab has also agreed to pay for eligible third party vendor services and services provided by Schwab affiliates not to exceed \$600,000 for marketing, technology, consulting, or research expenses. These payments shall be distributed as follows: (1) \$200,000 in initial support once there are \$250 million in net new assets transferred to the Schwab platform; (2) \$200,000 in additional support once there are \$750 million in net new assets transferred to the Schwab platform; and (3) \$200,000 in additional support once there are \$1.25 billion in net new assets transferred to the Schwab platform.

The reimbursement of transition-related expenses by Schwab presents a conflict of interest because it will be used for the payment of expenses that do not directly benefit client accounts. The financial benefits received from Schwab do not reduce the investment management fees clients pay to TWC. These products and services from Schwab benefit TWC in that TWC does not have to purchase them. The benefits provide an incentive for TWC to routinely recommend Schwab as custodian over custodians who do not offer such products and services. TWC addressed this conflict through this disclosure and by reviewing the pricing of fees, expenses and quality of services offered by Schwab and determining that the recommendation of Schwab is in the best interest of clients.



TWC may offer certain qualified clients trading services which gives TWC the ability to execute trades through PKS or other broker-dealers when placing securities transactions on behalf of clients with assets custodied at a BD/Custodian. In such instances where TWC trades away from a BD/Custodian, the account will incur a trade-away fee from a BD/Custodian for each transaction that is executed on a trade-away basis. The fee is separate from the commission/transaction fee or mark-up/mark-down imposed by the broker-dealer through which the trade was executed.

Trading away may be advantageous for the client because:

- the broker-dealer may have expertise in a particular security or market;
- the broker-dealer makes a market in a particular security;
- a particular security is thinly traded; or
- the broker-dealer can identify a counter-party for a trade.

A client may pay higher net execution costs than he/she would have paid if the transaction were placed through the BD/Custodian holding his or her assets.

TWC will periodically review its arrangements with BD/Custodians and other broker-dealers against other possible arrangements in the marketplace as it strives to achieve best execution on behalf of its clients. TWC maintains a list of broker-dealers that have been approved for trading clients' assets away from a BD/Custodian. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including, but not limited to, the following:

- a broker-dealer's trading expertise, including its ability to complete trades, execute and settle difficult trades, obtain liquidity to minimize market impact and accommodate unusual market conditions, maintain anonymity, and account for its trade errors and correct them in a satisfactory manner;
- a broker-dealer's infrastructure, including order-entry systems, adequate lines of communication, timely order execution reports, an efficient and accurate clearance and settlement process, and capacity to accommodate unusual trading volume;
- a broker-dealer's ability to minimize total trading costs while maintaining its financial health, such as whether a broker-dealer can maintain and commit adequate capital when necessary to complete trades, respond during volatile market periods, and minimize the number of incomplete trades;
- a broker-dealer's ability to provide research and execution services, including advice as to the value or advisability of investing in or selling securities, analyses and reports concerning such matters as companies, industries, economic trends and political factors, or services incidental to executing securities trades, including clearance, settlement and custody; and
- a broker-dealer's ability to provide services to accommodate special transaction needs, such as the broker-dealer's ability to execute and account for client-directed arrangements and soft dollar arrangements, participate in underwriting syndicates, and obtain initial public offering shares.

As described above, Schwab provides to TWC, without cost, research and trade execution services. Schwab makes these services available to similarly situated investment advisers whose clients custody their assets with Schwab. Access to research and trade execution services is not predicated on the execution of client securities transactions (e.g., not “soft dollars.”) TWC has not entered into any formal “soft dollar” arrangements with broker-dealers.

TWC’s clients may utilize qualified custodians other than Schwab for certain accounts and assets, particularly where clients have a previous relationship with such qualified custodians.

### **E. Review of Accounts**

#### **Frequency and Nature of Periodic Reviews and Who Makes Those Reviews**

TWC monitors investment advisory portfolios as part of a continuous and ongoing process. TWC advisers aspire to meet quarterly with each client, and have at least one annual meeting with every client to conduct a formal review of each client’s account. These reviews may include the following:

- compare the account’s allocation with stated goals and client cash-flows at time of review;
- review holdings and consider alternatives;
- monitor the size of individual securities relevant to their sectors, asset classes, and overall account size;
- analyze an account’s composition and performance, income, appreciation, gains/losses, and asset allocation; and
- assess its performance.

Factors that may trigger an additional review, other than a periodic review, include: material market, economic or political events, known significant changes in a client’s financial situation and/or objectives, and large deposits or withdrawals from the accounts. Clients are encouraged to notify TWC if changes occur in the client’s personal financial situation that might adversely affect the client’s investment plan.

#### **Other Reviews**

TWC may perform compliance and/or supervisory reviews of a sampling of client accounts. These reviews may include comparing an account’s strategy and/or allocation to the account’s stated objectives, reviewing commission and transaction costs borne by the account, and reviewing the billing rate and charges.

#### **Content and Frequency of Regular Reports Provided to Clients**

Clients will receive brokerage statements no less than quarterly from the qualified custodian. These brokerage statements are sent directly from the custodian to the client. The client may also establish electronic access to the custodian’s website so that the Client may view these reports and their account activity. Client brokerage statements will include all positions, transactions and fees relating to the client’s

account[s]. The client advisor may also provide clients with periodic reports regarding their holdings, allocations, and performance.

#### **F. Client Referrals and Other Compensation**

##### Compensation to non-Supervised Persons for Client Referrals

TWC does not currently have referral arrangements with solicitors but may in the future enter into referral arrangements with unaffiliated individuals who may from time-to-time refer potential investors to TWC for investment management services and be compensated for successful referrals by receiving a percentage of the advisory fee TWC receives from such clients. Any such arrangements must be in compliance with Rule 206(4)-3 of the Advisers Act.

#### **G. Financial Information**

##### Balance Sheet

TWC does not require prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore does not need to include a balance sheet with this wrap fee disclosure brochure.

##### Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither TWC nor its management has any financial conditions that are reasonably likely to impair its ability to meet contractual commitments to clients.

##### Bankruptcy Petitions in Previous Years

TWC has not been the subject of a bankruptcy petition.