

WealthCetera, LLC

d/b/a

My Worth

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This Brochure provides information about the qualifications and business practices of WealthCetera, LLC. If you have any questions about the contents of this Brochure, please contact us at (281) 542-3583 or via email at SJWLECOMTE@GMAIL.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.

WealthCetera, LLC ("WealthCetera") is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information that you may use to determine whether to hire or retain them.

Additional information about WealthCetera is also available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by using a unique identifying number, known as a CRD number. The CRD number for WealthCetera is 289492. The SEC's web site also provides information about any persons affiliated with WealthCetera who are registered, or are required to be registered, as Investment Adviser Representatives of WealthCetera.

Item 2 – Material Changes

Since our annual filing in March 2018, we have made the following material changes:

Scott LeComte has been made the Chief Compliance Officer effective January 2019.

In the future, this section of the Brochure will discuss only the specific material changes that were made to the Brochure and will provide you with a summary of all material changes that have occurred since the last filing of this Brochure with the SEC. This section will also identify the date of our last annual Brochure update.

We will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year which is December 31st. We will provide other ongoing disclosure information about material changes as they occur. We will also provide you with information on how to obtain the complete Brochure. Currently, our Brochure may be requested at any time, without charge, by contacting Connie Mack at (281) 542-3583.

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Item 4 – Advisory Business Introduction

Our Advisory Business

WealthCetera, LLC (“WealthCetera”, “we”, “us”, “our”) was formed in 2014. WealthCetera is owned by several entities and persons, and is principally owned by Thomas Mackenzie & Roberts LP. WealthCetera is a Registered Investment Adviser (“Adviser”) which offers investment advice regarding securities, to our clients. We are registered through and regulated by the United States Securities and Exchange Commission (“SEC”).

We do not participate in wrap fee programs.

Services

WealthCetera provides web-based investment advisory services and charges a fee based on the value of assets under management (the “Program”). The services included in the Program are advisory, trade execution, clearance and custody, and reporting. WealthCetera interacts with its Clients primarily through a software application that is available through a mobile platform named “My Worth,” and a website: www.MyWorth.com. The advisory services are delivered solely through the My Worth application and website. WealthCetera does not provide investment advice in person, over the phone, or in any manner other than through My Worth.

WealthCetera has an exclusive sub-advisory and marketing arrangement with Clarity Financial, LLC (“Clarity”). This sub-adviser manages the Client’s investment portfolios on behalf of WealthCetera. WealthCetera performs the marketing and Client servicing functions through the mobile App and monitors the investment process performed by the sub-adviser. The investments offered through the Program consist of exchange traded funds (“ETFs”).

Each Client inputs their personal information, including age, financial resources, and investment goals and objectives via an online interactive questionnaire contained within My Worth. Based solely on the information provided by the Client via the questionnaire, the software analyzes the information and provides the Client with access to a curated selection of suitable investment options. Clients should understand that My Worth relies upon the information provided by the Client, and WealthCetera does not capture any additional information not covered in the questionnaire in making its risk assessment and providing its investment advice.

WealthCetera, through their sub-adviser provides investment portfolios, allocate assets or directly manage accounts for Clients. Once Clients make contributions to their account, the sub-adviser will be responsible for directing purchases and sales of specific investment products.

As part of their investment advisory services, WealthCetera, in conjunction with their sub-adviser:

- Review your present financial situation (as you report it through My Worth);
- Provide financial educational content;
- Make investment selections based on your risk profile and financial objectives;
- Determine appropriate diversification and portfolio construction actions;
- Monitor and track assets under management; and

- Provide account statements and confirmations.

Clients are obligated to update their information on My Worth promptly if there are any changes to their financial situation, goals, objectives, personal circumstances, time horizon or if other relevant information changes or becomes available.

The securities and assets in each Client's account are held in a separate account in the name of the Client at an independent custodian, and not with WealthCetera. All accounts managed through My Worth are required to use Apex Clearing Corporation as the independent custodian. WealthCetera shall be granted the authority to manage Client accounts solely on a discretionary basis. Consequently, WealthCetera shall have the authority to determine the following without the client's consent:

- Securities to be bought or sold for the Client's account
- Amount of securities to be bought or sold for the Client's account
- Broker-dealer to be used for a purchase or sale of securities for the Client's account
- Commission rates to be paid to a broker or dealer for the Client's securities transaction.

The ETF purchased or sold on behalf of a Client and/or held in Client accounts may be either whole shares or fractional shares, depending upon the amounts a Client invests in the particular ETF investment. WealthCetera enables dollar based investing, whereby a Client can buy a fixed dollar amount rather than whole shares. WealthCetera aggregates all dollar based purchases and places whole share orders for executions. Thereafter, WealthCetera allocates the fractional shares to the individual Client accounts. Fractional shares, however, are typically not transferrable outside of a Client's advisory account because the financial system in the United States currently is structured only to accommodate transfers of full shares. As a result, fractional shares may not be marketable or transferrable to another brokerage account.

In the event of a liquidation or transfer of the assets in a Client's Advisory Account to another account, WealthCetera may convert such fractional shares to cash.

Clients will receive WealthCetera's Advisory Agreement, which further details the services Clients will receive, fees charged to Clients, and the conditions of the relationship. Importantly, WealthCetera does not provide overall financial planning services nor does it provide tax advice.

Assets Under Management

As of December 31, 2018, we do not have any assets under management nor do we have accounts for which we provide asset management services.

Item 5 – Fees and Compensation

WealthCetera provides asset management services for a fee.

Asset Management Fee Schedule

Subscription Service Fees

WealthCetera, through My Worth, offers web-based asset management services and will not charge a subscription fee during the initial launch of the software application.

Asset Management Fees

WealthCetera does not have a minimum account size requirement. However, WealthCetera reserves the right to impose a minimum account size or value in the future at its discretion. Fees are not negotiable.

We charge an asset management fee that is based upon the amount of money you invest. Asset management fees are charged quarterly, in advance. Payments are due and will be assessed on the last day of each quarter, based on the account balance on the last day of the preceding quarter and will be calculated as follows:

Account Balance	Percentage
\$0+	.65% annual maximum

The fees shown above are annual fees. No increase in the annual fee shall be effective without prior written notification to you. We believe our asset management fee is reasonable considering the fees charged by other investment advisers offering similar services/programs.

The fees we charge can be deducted directly from your account at the custodian. We will instruct the custodian to deduct the fees from your account at the end of the quarter. This fee will show up as a deduction on your next account statement from the custodian.

Either party may terminate the relationship with a thirty (30) day written notice. Upon termination of any account, any prepaid fees that are in excess of the services performed will be promptly refunded to you. Any fees that are due, but have not been paid, will be billed to you and are due immediately.

Sub-Adviser Fees

Clarity Financial, LLC

WealthCetera shares a portion of their management fee with the sub-adviser for the services they provide.

For complete details on the charges and fees you will incur, you should refer to Clarity's ADV Part 2 disclosure document.

Third Party Fees

Our fees do not include brokerage commissions, transaction fees, and other related costs and expenses. You may incur certain charges imposed by custodians or other third parties. These include fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Exchange-traded funds (ETFs) also charge internal management fees, which are disclosed in the fund's prospectus. These fees may include, but are not limited to, a management fee, upfront sales charges, and

other fund expenses. Certain strategies offered by us may involve investment in ETFs. We do not receive any compensation from these fees. All of these fees are in addition to the management fee you pay us. You should review all fees charged to fully understand the total amount of fees you will pay. Services similar to those offered by us may be available elsewhere for more or less than the amounts we charge. Our brokerage practices are discussed in more detail under Item 12 – Brokerage Practices.

Item 6 – Performance Based Fee and Side by Side Management

We do not charge any performance-based fees. These are fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7 – Types of Client(s)

WealthCetera provides investment advisory services to individuals who are United States (“US”) citizens, legal U.S. residents or non-resident aliens with eligible visa types, all of which must have a social security number and maintain a checking account with a U.S. bank. Participation in the Program requires that the client successfully complete a new account application, including submitting various personally identifiable information required by U.S. federal law. Clients approved for an investment advisory account must maintain a brokerage account at WealthCetera’s custodian, Apex Clearing Corporation.

There is no minimum account size requirement. However, WealthCetera reserves the right to impose a minimum account size or value in the future at its discretion. Fees are not negotiable.

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

Methods of Analysis

We use fundamental analysis, technical analysis, and behavioral analysis as part of our overall investment management discipline; the implementation of these analyses as part of our investment advisory services to you may include any, all or a combination of the following:

Fundamental Analysis

Fundamental analysis is a technique that attempts to determine a security’s value by focusing on the underlying factors that affect a company's actual business and its future prospects. Fundamental analysis is about using real data to evaluate a security's value. It refers to the analysis of the economic well-being of a financial entity as opposed to only its price movements.

The end goal of performing fundamental analysis is to produce a value that we can compare with the security's current price, with the aim of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short).

Technical Analysis

Technical Analysis is a technique that attempts to determine a security's value by developing models and trading rules based upon price and volume transformation. Technical analysis assumes that a market's price reflects all relevant information so the analysis focuses on the history of a security's trading behavior rather than external drivers such as economic, fundamental and news events. The practice of technical analysis incorporates the importance of understanding how market participants perceive and act upon relevant information rather than focusing on the information itself. Ultimately, technical analysts develop trading models and rules by evaluating factors such as market trends, market participant behaviors, supply and demand and pricing patterns and correlations.

As with other types of analysis, the predictive nature of technical analysis can vary greatly; models and rules are often modified and updated as new patterns and behaviors develop. Past performance is not an indicator of future return.

Behavioral Analysis

Behavioral analysis is a technique that attempts to predict the optimal time to buy or sell a product based on the behavior trends of other investors in relations to large investors, such as banks, while controlling for market direction and performance. Controlling for market direction and performance involves aspects of classical technical analysis, indicator-based analysis, and price action and volume analysis.

As with other types of analysis, behavioral analysis is predictive in nature and can vary greatly.

Investment Strategies

In order to perform this analysis, WealthCetera and Clarity use many resources, such as:

- Internally Generated Analysis of Data
- Morningstar
- Financial newspapers and magazines (e.g. Wall Street Journal, Forbes, etc.)
- Annual reports, prospectuses, filings
- Company press releases and websites

The investment strategies we use to implement any investment advice given to you include, but are not limited to:

- Long term purchases -securities held at least a year
- Short term purchases - securities sold within a year
- Trading -securities sold within 30 days
- Short sales
- Margin Transactions
- Option writing, including covered options, uncovered options or spreading strategies.

Risk of Loss

We cannot guarantee our analysis methods will yield a return. In fact, a loss of principal is always a risk. Investing in securities involves a risk of loss that you should be prepared to bear. You need to understand that investment decisions made for your account by us are subject to various market, currency, economic, political and business risks. The investment decisions we make for you will not always be profitable nor can we guarantee any level of performance.

a list of all risks associated with the strategies, products and methodology we offer are listed below:

Fundamental Analysis Risk

Fundamental analysis, when used in isolation, has a number of risks:

- There are an infinite number of factors that can affect the earnings of a company, and its stock price, over time. These can include economic, political and social factors, in addition to the various company statistics.
- The data used may be out of date.
- It is difficult to give appropriate weightings to the factors.
- It assumes that the analyst is competent.
- It ignores the influence of random events such as oil spills, product defects being exposed, and acts of God and so on.

Technical Analysis risk

- Technical analysis is derived from the study of market participant behavior and its efficacy is a matter of controversy.
- Methods vary greatly and can be highly subjective; different technical analysts can sometimes make contradictory predictions from the same data.
- Models and rules can incur sufficiently high transaction costs.

Behavioral Analysis Risk

- Behavioral analysis includes several aspects of technical analysis, which is derived from the study of market participant behavior, and its efficacy is a matter of controversy.
- Most trend direction indicator signals tend to lag behind the actual numbers and may lead to misleading or inaccurate analysis

Exchange Traded Fund ("ETF") Risk

Most ETFs are passively managed investment companies whose shares are purchased and sold on a securities exchange. An ETF represents a portfolio of securities designed to track a particular market segment or index. ETFs are subject to the following risks that do not apply to conventional funds:

- The market price of the ETF's shares may trade at a premium or a discount to their net asset value;
- An active trading market for an ETF's shares may not develop or be maintained; and

- There is no assurance that the requirements of the exchange necessary to maintain the listing of an ETF will continue to be met or remain unchanged

Overall Risks

Clients need to remember that past performance is no guarantee of future results. All funds carry some level of risk. You may lose some or all of the money you invest, including your principal, because the securities held by a fund goes up and down in value. Dividend or interest payments may also fluctuate, or stop completely, as market conditions change.

Before you invest, be sure to read a fund's prospectus and shareholder reports to learn about its investment strategy and the potential risks. Funds with higher rates of return may take risks that are beyond your comfort level and are inconsistent with your financial goals.

While past performance does not necessarily predict future returns, it can tell you how volatile (or stable) a fund has been over a period of time. Generally, the more volatile a fund, the higher the investment risk. If you'll need your money to meet a financial goal in the near-term, you probably can't afford the risk of investing in a fund with a volatile history because you will not have enough time to ride out any declines in the stock market.

Item 9 – Disciplinary Information

Registered Investment Advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. We do not have any information to disclose concerning WealthCetera or any of our IARs. We adhere to high ethical standards for all IARs and associates.

Item 10 – Other Financial Industry Activities and Affiliations

Neither WealthCetera nor any of its management persons are registered as a broker-dealer or registered as a representative of a broker-dealer, nor does it have any pending application to register. In addition, neither WealthCetera nor its management persons are affiliated with any broker-dealer.

WealthCetera and its management persons are not registering as a commodity pool operator, futures commission merchant, or commodity trading advisor.

Connie Mack serves as the Chief Compliance Officer and investment adviser representative of Clarity Financial, LLC (“Clarity”) which is the exclusive sub-adviser for all Client accounts, meaning that WealthCetera has determined that it is in the client’s best interest to authorize a third-party investment adviser to manage the client’s account.

Connie Mack also owns 100% Alora Consulting, LLC (“Alora”) a licensed insurance agency and is also a licensed insurance agent with Alora. Insurance products will not be sold to clients of WealthCetera. With

respect to the business activities of Alora, Connie Mack spends approximately 30 hours per month engaged overseeing those activities.

Other Financial Industry Affiliations

WealthCetera has the following outside business activities and/or affiliations to disclose:

WealthCetera shares a portion of client fees with the sub-advisor, Clarity.

Item 11 – Code of Ethics, Participation or Interest in Client Accounts and Personal Trading

General Information

We have adopted a Code of Ethics for all supervised persons of the firm describing its high standards of business conduct, and fiduciary duty to you, our client. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures. All of our supervised persons must acknowledge the terms of the Code of Ethics annually, or as amended.

Participation or Interest in Client Accounts

Our Compliance policies and procedures prohibit anyone associated with WealthCetera from having an interest in a client account or participating in the profits of a client's account without the approval of the CCO.

The following acts are prohibited:

- Employing any device, scheme or artifice to defraud
- Making any untrue statement of a material fact
- Omitting to state a material fact necessary in order to make a statement, in light of the circumstances under which it is made, not misleading
- Engaging in any fraudulent or deceitful act, practice or course of business
- Engaging in any manipulative practices

Clients and prospective clients may request a copy of the firm's Code of Ethics by contacting the CCO.

Personal Trading

We may recommend securities to you that we will purchase for our own accounts. We may trade securities in our account that we have recommended to you as long as we place our orders after your orders. This policy is meant to prevent us from benefiting as a result of transactions placed on behalf of advisory accounts.

Certain affiliated accounts may trade in the same securities with your accounts on an aggregated basis when consistent with our obligation of best execution. When trades are aggregated, all parties will share

the costs in proportion to their investment. We will retain records of the trade Order (specifying each participating account) and its allocation. Completed Orders will be allocated as specified in the initial trade order. Partially filled Orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

WealthCetera has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of "Access Persons". The policy requires that an Access Person of the firm provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date the Adviser selects; provided, however that at any time that the Adviser has only one Access Person, he or she shall not be required to submit any securities report described above.

We have established the following restrictions in order to ensure our fiduciary responsibilities regarding insider trading are met:

- No securities for our personal portfolio(s) shall be bought or sold where this decision is substantially derived, in whole or in part, from the role of IAR(s) of WealthCetera, unless the information is also available to the investing public on reasonable inquiry. In no case, shall we put our own interests ahead of yours.

Privacy Statement

We are committed to safeguarding your confidential information and hold all personal information provided to us in the strictest confidence. These records include all personal information that we collect from you or receive from other firms in connection with any of the financial services they provide. We also require other firms with whom we deal with to restrict the use of your information. Our Privacy Policy is available upon request.

Conflicts of Interest

WealthCetera's investment adviser representatives may employ the same strategy for their personal investment accounts as it does for its clients. However, IARs may not place their orders in a way to benefit from the purchase or sale of a security.

We act in a fiduciary capacity. If a conflict of interest arises between us and you, we shall make every effort to resolve the conflict in your favor. Conflicts of interest may also arise in the allocation of investment opportunities among the accounts that we advise. We will seek to allocate investment opportunities according to what we believe is appropriate for each account. We strive to do what is equitable and in the best interests of all the accounts we advise.

Item 12 – Brokerage Practices

Factors Used to Select Custodians

In recommending a custodian/broker-dealer, we look for a company that offers relatively low transaction fees, access to desired securities, trading platforms, and support services. We require that clients use Apex Clearing Corporation as the qualified custodian for their accounts when utilizing our asset management services, based on our review of costs and capabilities.

Soft Dollars

Apex Clearing Corporation may provide benefits to WealthCetera such as software and other technology that (i) provide access to Client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple Client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its Clients' accounts; and (v) assist with back-office functions, recordkeeping and Client reporting.

Other services may include, but are not limited to, performance reporting, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third-party service providers who provide a wide array of business-related services and technology with whom My Worth may contract directly.

Best Execution

WealthCetera has an obligation to seek best execution for its Clients. In seeking best execution, the determinative factor is not the lowest possible commission cost but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker- dealer's services, including the value of research provided, execution capability, commission rates, reputation and responsiveness. Therefore, WealthCetera will seek competitive commission rates, but may not obtain the lowest possible commission rates for account transactions. However, since WealthCetera's Clients do not pay transaction costs, this potential conflict is mitigated.

"Best execution" includes the amount of broker-dealer fees which will be charged to the WealthCetera Account in connection with any trade, but it may also include other benefits. As such, WealthCetera may retain Apex Clearing Corporation as the broker-dealer with respect to the WealthCetera Account even if its broker/dealer fees are not the lowest fees chargeable for such transaction.

Brokerage for Client Referrals

In selecting and/or recommending broker-dealers, WealthCetera does not take into consideration whether or not it will receive client referrals from the broker-dealer or third party.

Directed Brokerage

WealthCetera does not allow clients to select their own custodian or direct orders to other executing broker-dealers. WealthCetera uses Apex Clearing Corporation exclusively as the custodian for client accounts.

Item 13 – Review of Accounts

Reviews

WealthCetera provides all Clients with continuous access via the web-based application to real time reporting information about their account status, securities positions and balances. Limited reviews of accounts are conducted through My Worth on a periodic basis, including providing automated alerts. Clients are encouraged to update the application should there be a change in their objectives or circumstances.

Reports

Clients can access their quarterly brokerage account statements provided by the custodian detailing their account information via My Worth or our online website.

Item 14 – Client Referrals and Other Compensation

We may receive economic benefit from Clarity. WealthCetera will be compensated by the Clarity from the advisory fees collected from the client. This may cause a conflict of interest in recommending Clarity since we may receive compensation for referring clients to this vendor. In order to mitigate this conflict of interest, we require all IARs to inform the client that they are under no obligation to implement any recommendations made by us or Clarity.

Additionally, we may pay compensation to Clarity if they refer clients to us. Prior to paying such referral fees, we will verify that Clarity is appropriately registered to receive such compensation.

Item 15 – Custody

We do not have physical custody of any accounts or assets. However, we may be deemed to have custody of your account(s) if we have the ability to deduct your advisory fees from the custodian. We use Apex Clearing Corporation as the custodian and/or broker-dealer for all your accounts. You should receive at least quarterly statements from the broker-dealer or custodian that holds and maintains your investment assets. We urge you to carefully review such statements and compare this official custodial record to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. If you notice any discrepancies, please contact WealthCetera.

We do not debit the client fees directly from your advisory account. We send information to your custodian to debit your fees and to pay them to us. You authorized the custodian to pay us directly at the onset of the relationship.

Item 16 – Investment Discretion

We manage assets solely on a discretionary basis. We will receive discretionary authority from you at the time of account opening. Our discretionary authority will be detailed in the Advisory Agreement. Prior to assuming discretionary authority, clients must execute the Advisory Agreement.

Since we manage assets on a discretionary basis, you have given us the authority to determine the following without your consent:

- Securities to be bought or sold for your account
- Amount of securities to be bought or sold for your account
- Broker-dealer to be used for a purchase or sale of securities for your account
- Commission rates to be paid to a broker or dealer for your securities transaction.

In all cases, however, this discretion is exercised in a manner consistent with your stated investment objectives for your account.

Item 17 – Voting Client Securities

As a matter of policy and practice, WealthCetera does not have any authority to and does not vote proxies on behalf of Clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in their portfolios. WealthCetera instructs the custodian of the account to forward each Client copies of all proxies and shareholder communications relating to a Client's account assets. Further, WealthCetera will not be required to take any action or render any advice with respect to any securities held in the account, which are named in or subject to class action lawsuits. WealthCetera will, however, forward to the Client any information WealthCetera receives regarding class action legal matters involving any security held in the account.

Item 18 – Financial Information

We are required to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that would impair our ability to meet any contractual and fiduciary commitments to you, our client. We have not been the subject of any bankruptcy proceedings.

In no event shall we charge advisory fees that are both in excess of \$1,200 and more than six months in advance of advisory services rendered.