

Item 1 – Cover Page

**MTX Wealth Management, LLC
Part 2A of Form ADV
The Brochure**

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Dated: March 29, 2019

This Brochure provides information about the qualifications and business practices of MTX Wealth Management, LLC (“Registrant”). If you have any questions about the contents of this Brochure, please contact us at 571-665-5270. 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.

Additional information about Registrant is also available on the SEC’s website at: www.adviserinfo.sec.gov.

References herein to MTX Wealth Management, LLC 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

Since the March 30, 2018, annual update filing, this Brochure has been materially amended at Items 4 and 8, regarding MTX Wealth Management, LLC's assistance with client access to securities based loans / margin loans, and to describe the particular risks involved with these types of financial instruments.

ANY QUESTIONS: MTX Wealth Management, LLC's Chief Compliance Officer, Steven Trax, remains available to address any questions that a client or prospective client has about this Brochure, including the disclosure additions and enhancements below.

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Item 4 - Advisory Business

Advisory Services Provided

MTX Wealth Management, LLC (the “Registrant”) specializes in providing financial management and investment advisory services primarily to high net worth individuals, and among others: individuals, charitable organizations, professional athletes, corporations/business entities, closely held companies, and trusts. Registrant provides objective investment and financial management advice using its internal professional staff and an external network of specialized financial service providers. Registrant is not a broker-dealer, and none of Registrant’s representatives accept compensation from the sale of securities or other investment products. Registrant strives to personally meet, discuss and review each client’s financial plan a minimum of once per year and is in frequent communication throughout the year.

Financial Management Services

Financial management services provided by Registrant include developing an extensive financial program tailored to meet clients’ specific needs and goals. Such services include, but are not limited to, cash management and budgeting; bill paying; tax planning; estate planning; extensive insurance review and planning; retirement planning and funding; assistance with loan and credit applications for real estate and other asset purchases (including “margin loans” or “securities based loans,” please refer to Item 8 for additional risks associated with these types of financial instruments); and serving as a general financial planner to clients and their families.

Investment Advisory Services

Registrant primarily provides investment management and supervisory services on a discretionary basis to each of its advisory clients. Investment advisory services provided by Registrant include preparation of an asset allocation strategy; assistance with loan and credit applications for real estate and other asset purchases (including “margin loans” or “securities based loans,” please refer to Item 8 for additional risks associated with these types of financial instruments); implementation of a selected investment program to meet clients’ specific investment objectives and risk tolerance; monitoring, reporting and performance review of recommended investments; and periodic re-balancing of investment portfolios in conjunction with client’s financial goals.

Based upon a client’s agreed upon investment policy statement (IPS), Registrant will review and recommend various investments including, but not limited to, mutual funds, private investments, exchange-traded funds (“ETFs”) and separate accounts managed by independent investment managers (“Separate Account Managers”)(collectively, “Investment Managers”) within each investment asset class that meets the client’s individual requirements. Once the appropriate portfolio has been determined and approved by the client, the portfolio will be monitored by Registrant. When necessary and appropriate, Registrant will make modifications to a client’s asset allocation or the recommended Investment Managers initially approved by the client in accordance with the investment objectives and constraints established by the client. Each client will be provided the opportunity to place reasonable restrictions on the types of investments that may be recommended by Registrant.

Registrant will provide each client with asset optimization recommendations for asset allocation using in house resources in addition to using multiple third-party resources.

Where Registrant is contractually obligated to provide discretionary investment management services, Registrant will use an agreed upon investment policy statement and generally contact clients to seek their approval for any new investment or termination of an investment through a Separate Account Manager or in a private investment (*e.g.*, private real estate investment, private equity funds, hedge funds). At the inception of each client relationship or upon request, Registrant will document any client requested restrictions to be applied to the management of their account.

Additional information about asset managers, investment strategies, advisory fees and other pertinent information is available and provided throughout this Form ADV Part 2A or other disclosure brochures or prospectus of the Investment Managers selected by Registrant.

Tamarac – Performance Reporting. Registrant provides quarterly performance reporting generated by Tamarac, Inc. an entity that is unaffiliated with Registrant. Reports are provided for all clients who have engaged Registrant for Investment Advisory Services. These detailed quarterly Performance Reports prepared by Tamarac include (a) performance data for the total Portfolio as well as individual third party money managers, mutual funds and other reportable investments; (b) comparative performance benchmarks or indices; (c) asset allocation data; (d) investment expenses and fees; and (e) any investment related flow activity for the stated time period. Each day, data from custodian/broker/investment managers is electronically and/or manually collected directly by Tamarac, who prepares all Performance Reports for Registrant's review. Once the Performance Report has been completed by Tamarac, it is reviewed by Registrant's senior personnel and then sent to the client. Clients are not assessed a separate fee directly by Tamarac. To the extent that the Tamarac platform incorporates all of the client's investment assets, including those investment assets that are not part of the assets managed by Registrant (the "Excluded Assets"), the client and/or their other advisors that maintain trading authority, and not Registrant, shall be exclusively responsible for the investment performance of the Excluded Assets. Unless otherwise specifically agreed to, in writing, Registrant's service relative to the Excluded Assets is limited to reporting only. The sole exception to the above shall be if Registrant is specifically engaged to monitor or invest the assets within the client's 401(k) account maintained away at the custodian directed by the client's employer. If Registrant were asked to make a recommendation as to any Excluded Assets, the client is under absolutely no obligation to accept the recommendation, and Registrant shall not be responsible for any implementation error (timing, trading, etc.) relative to the Excluded Assets. In the event the client desires that Registrant provide investment management services for the Excluded Assets, the client may engage the Registrant to do so pursuant to the terms and conditions of the investment advisory agreement between Registrant and the client.

Types of Investments

Registrant recommends various Investment Managers primarily in the area of equities, fixed income, commodities, managed futures, master limited partnerships, diversified alternatives and various hedging strategies after conducting its due diligence procedures. Most Separate Account Managers are accessed through wrap fee programs where Registrant has negotiated preferential

fees with third party vendors. Registrant also offers advice, recommends and monitors partnership and limited liability investments in hedge fund of funds, venture capital, private equity, real estate, franchise or other businesses on behalf of its clients.

Registrant may recommend structured financial products or notes (“Structured Notes”) designed to implement systematic allocation strategies that invest in a wide range of asset classes. Structured Notes are financial instruments that may combine derivatives with equity or fixed income securities, resulting in customized risk and return profiles which may not be listed on any securities exchange.

Miscellaneous

Limitations of Financial Planning and Non-Investment Consulting/Implementation Services. To the extent engaged by a client to do so generally per the terms and conditions of a written agreement, Registrant shall generally provide financial planning and related consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. Registrant does not serve as an attorney, accountant, or insurance agency, and no portion of its services should be construed as same. Accordingly, Registrant does not prepare estate planning documents, tax returns or sell insurance products. To the extent requested by a client, Registrant may recommend the services of other professionals for certain non-investment implementation purpose (i.e. attorneys, accountants, insurance, etc.). Clients are under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation that Registrant makes. Please Note: If the client engages any unaffiliated recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. Please Also Note: It remains the client’s responsibility to promptly notify Registrant if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising Registrant’s previous recommendations and/or services.

Client Obligations. The Registrant will not be required to verify any information received from the client or from the client’s other professionals and is expressly authorized to rely on the information in its possession. Clients are responsible for promptly notifying the Registrant if there is ever any change in their financial situation or investment objectives so that the Registrant can review, and if necessary, revise its previous recommendations or services.

Retirement Plan Rollovers. A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer’s plan, if permitted, (ii) roll over the assets to the new employer’s plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account (“IRA”), or (iv) cash out the account value (which could, depending upon the client’s age, result in adverse tax consequences). If the Registrant recommends that a client roll over their retirement plan assets into an account to be managed by the Registrant, such a recommendation creates a conflict of interest if the Registrant will earn an advisory fee on the rolled over assets. The Registrant’s Chief Compliance Officer, Steven Trax, remains available to address any questions that a client or prospective client may have regarding its prospective engagement and the corresponding conflict of interest presented by such engagement.

Unaffiliated Private Investment Funds. Registrant may also provide investment advice regarding unaffiliated private investment funds. Registrant, on a non-discretionary basis, may recommend that certain qualified clients consider an investment in unaffiliated private investment funds. Registrant's role relative to the private investment funds shall be limited to its initial and ongoing due diligence and investment monitoring services. If a client determines to become a private fund investor, the amount of assets invested in any fund shall be included as part of "assets under management" for purposes of Registrant calculating its investment advisory fee. Registrant's clients are under absolutely no obligation to consider or make an investment in any private investment funds.

Private Investment Fund Risk Factors: Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Unlike liquid investments that a client may own, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

Private Investment Fund Valuation Issues. In the event that Registrant references private investment funds owned by the client on any supplemental account reports prepared by Registrant, the value for all private investment funds owned by the client shall reflect the most recent valuation provided by the fund sponsor. The current value of any private investment fund could be significantly more or less than the original purchase price or the price reflected in any supplemental account report. The client's advisory fee is based on the reflected fund values.

Trade Errors. It is the Registrant's policy to ensure that any identified trade errors will be corrected to ensure each client is made whole as if the error did not occur. For trades executed through Charles Schwab and Company, Inc., ("Schwab") where a loss occurs greater than \$100, Applicant will cover the loss, while Schwab will cover the loss if it is less than \$100. Transactions executed to correct an error resulting in a gain will remain in a client's account unless the same error involved other client accounts that should receive the gain or it is not permissible for a client to retain the gain. If a client cannot retain the gain, Schwab will donate any amount over \$100 to charity and keep any portion less than that amount to minimize and offset administrative expenses related to correcting the error.

Availability of Mutual Funds and ETFs; In General; As to Interval Funds. While the Registrant may allocate investment assets to mutual funds that are not available directly to the public, the Registrant may also allocate investment assets to publicly available mutual funds and ETFs that the client could obtain without engaging Registrant as an investment adviser. However, if a client or prospective client determines to allocate investment assets to publicly available mutual funds and ETFs without engaging Registrant as an investment adviser, the client or prospective client would not receive the benefit of Registrant's initial and ongoing investment advisory services. Registrant may also allocate investment assets to mutual funds and ETFs that provide for limited liquidity ("interval funds") (i.e. an investor could only sell their shares on a quarterly basis). Once invested, if the Registrant determines that a fund is no longer performing or if the client

determines to transfer its account assets, the fund may not be able to be sold or transferred immediately. Rather, the sale or transfer would need to await the permitted sale date that typically occurs once per quarter. Moreover, the eventual price received by the client for the sale of the fund could be substantially different (positive or negative) than the price of the fund on the date that the sale was requested. There can be no assurance that the purchase of interval funds will prove profitable or successful. In light of these enhanced risks, a client may direct the Registrant, in writing, not to allocate investment assets to interval funds. Registrant's Chief Compliance Officer, Steven Trax, remains available to address any questions that a client or prospective client may have regarding the above.

Registrant was founded in 2007 and is wholly owned by Mr. Steven Trax. As of December 31, 2018, Registrant managed \$427,760,182 in client assets on a discretionary basis.

Item 5 - Fees and Compensation

Compensation to Registrant for its financial management and investment advisory services are commensurate with work performed and level of responsibility assumed. For new clients engaging Registrant, fees generally consist of: (i) an annual financial management retainer ranging from \$1,000 to \$50,000, payable in quarterly installments, in advance, (i.e., on the 15th day of each quarterly cycle for upcoming quarterly period); (ii) out of pocket expenses incurred by Registrant; and (iii) an asset management fee based upon the total dollar value of assets (including cash and money market funds held in accounts as managed by Registrant). This asset management fee is billed quarterly, in advance, and calculated based on the prior calendar quarter's ending market value of client's total assets under management with Registrant. For example, clients are billed for 1st Quarter's fees based on 12/31/xx (i.e., prior calendar quarter) ending balance x annual fee x $\frac{1}{4}$. Such asset management fee generally ranges from .25% (25 bps) to 1% (100 bps) per year based upon client's total assets under management with Registrant and are negotiable. A client's asset management fee is directly debited from the client's custodial account or accounts and billed in quarterly increments, such that $\frac{1}{4}$ of annual fee will be due each quarter. Clients can arrange to pay outstanding fees directly to the Registrant or the Registrant may also use its signature authority over a client's account to withdraw fees directly from bill payment accounts.

Related client accounts may be aggregated for purposes of calculating fees.

In certain cases, at the discretion of the Registrant, clients may make arrangements to pay fees in arrears or on a monthly basis in arrears based on negotiated fixed rates. Applicable advisory fees on cash balances are also negotiable at the discretion of the Registrant.

Registrant makes every attempt to negotiate preferred fees for Separate Account Managers on its clients' behalf. Neither Registrant nor any of its related persons receive any form of compensation from any recommended Separate Account Manager; however, recommended Separate Account Managers have their own fee structures to which clients are subject.

Fees may be assessed at the time Registrant begins to provide advisory services, as described above, even though Registrant may not have direct access to the client's assets at that time. Each

client initially engaging Registrant for advisory services during an ongoing quarter may be billed a prorated quarterly fee in arrears based on the ending balance of their custodial accounts for the initial quarter in which services are provided.

If clients make contributions greater than or equal to \$5,000,000 during the quarter, Registrant reserves the right to bill the client for a pro-rated portion of the contributed assets to the investment account. Clients will be provided with a pro-rated refund when clients withdraw funds greater than or equal to \$5,000,000 from the investment account during a calendar quarter.

When deemed appropriate, based on the specific financial situation and risk tolerances for each client, Registrant may recommend investing in certain private investment funds or real estate partnerships. Registrant does not independently value any private securities held in client accounts, including private investment funds. The quarterly financial information provided by the private fund sponsors are used as the basis for client reporting and fee billing. This valuation is determined independently of Registrant. In some instances, precise account balances are unavailable to Registrant on a timely basis. Registrant's billing in those situations is therefore based on the most current information available to Registrant when fees are calculated. In all instances, Registrant will bill asset management fees based on the most recent value provided to Registrant by the private fund's sponsor.

For clients participating in private partnerships investing in real estate properties, Registrant will bill advisory fees based on the most recent third party appraisal information provided by the partnership. If timely appraisals are not conducted on behalf of these real estate partnerships, Registrant will bill on the value of the client's initial investment in the fund or most recent appraisal so long as the client remains invested in the partnership.

For marketable securities, the prices provided by custodians are used for client reporting and fee billing.

While the Registrant does not sponsor or serve as a portfolio manager to any wrap fee program, it may recommend that clients invest their assets in one or more unaffiliated wrap fee programs. Under a wrap fee program, the program sponsor arranges for an investor to receive investment advisory services, the execution of securities brokerage transactions, custody and reporting services for a single specified fee. Participation in a wrap fee program may cost the participant more or less than purchasing these services separately. Depending on the program, either the program sponsor or its portfolio manager will determine the broker-dealer for transaction execution, and negotiate the amount of transaction fees and commission rates. If a program is available on a non-wrap fee basis, clients will be responsible for transaction fees and commissions. In this case, clients may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices on transactions for the account than would otherwise be the case through alternative clearing arrangements recommended by Registrant. Higher transaction costs adversely impact account performance.

The fees charged by Registrant are separate and distinct from the fees charged by recommended custodians, Investment Managers, including Separate Account Managers. A description of these fees is available in each Investment Manager's disclosure documents. Similarly, Registrant's fees

are separate and distinct from the fees and expenses charged by underlying investment vehicles that may be purchased by an Investment Manager. Clients should also note that certain Investment Managers may be compensated through performance fee arrangements, which create an incentive for the Investment Manager and its related persons to make investments that are riskier or more speculative than would be the case in the absence of a performance fee. Each Investment Manager's disclosure document provides additional information about these conflicts of interest.

While the Registrant will seek to utilize no-load mutual funds to implement a portion of the client's investment strategy, if an investment vehicle also imposes sales charges, clients may pay an initial or deferred sales charge. Clients could make investments with the same Investment Managers selected by Registrant directly, without the services of Registrant. In that case, clients would not receive the services provided by Registrant that are designed, among other things, to assist in determining which investments are most appropriate for clients as well as investment monitoring and performance reporting. Clients may also access these Investment Managers as recommended by Registrant at lower minimums using Registrant's services than would otherwise be available. Accordingly, clients should review both the fees charged by the Investment Managers and the fees charged by Registrant to fully understand the total amount of fees to be paid.

Termination of Investment Advisory Agreement

Either Registrant or the client may terminate an investment advisory agreement at any time upon written notice provided to the other party. The party to whom notice is provided, however, may agree to accept a shorter notice period. If an investment advisory agreement is terminated under circumstances in which a client has prepaid for advisory services, any such payments in excess of such amounts as are reasonable to cover bona fide advisory services and 'start up' expenses incurred by Registrant through the date of termination shall be fully and promptly refunded to the client.

Item 6 - Performance Based Fees and Side-by-Side Management

Registrant does not charge any performance fees. Some investment advisers experience conflicts of interest in connection with the side-by-side management of accounts with different fee structures. However, these conflicts of interest are not applicable to Registrant.

Clients should also note that certain Investment Managers may be compensated through performance fee arrangements, which create an incentive for the Investment Manager and its related persons to make investments that are riskier or more speculative than would be the case in the absence of a performance fee. Each Investment Manager's disclosure document provides additional information about these conflicts of interest.

Item 7 - Types of Clients

Registrant specializes in providing financial management and investment advisory services primarily to high net worth individuals, and among others: individuals, charitable organizations, professional athletes, corporations/business entities, closely held companies, and trusts.

Registrant's minimum account size is generally \$1,000,000, but this amount is negotiable.

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

As disclosed in the section discussing the Registrant's advisory business, Registrant utilizes asset optimization recommendations for asset allocation supplied by in-house resources in addition to resources provided by Registrant's third-party service providers. Examples of these service providers are Morningstar, Charles Schwab, UBS Financial Services Inc., Morgan Stanley, Credit Suisse, and JP Morgan, among others. Based on the determination of the asset allocation model, Registrant will recommend Investment Managers according to the investment objectives and risk tolerance level of the client. Multiple third-party service providers may assist the Registrant in the selection of Separate Account Managers, mutual funds, limited partnership structures, Exchange Traded Notes and ETFs. The Registrant uses Tamarac to generate aggregated performance reports on the selected managers and investments that are recommend to the client.

Registrant uses asset optimization recommendations to determine appropriate asset classes for client investment. Historical performance, quantitative statistics to include (but not limited to) standard deviation, alpha, sharpe ratio, up-market and down-market capture ratios; as well as qualitative data are reviewed by Registrant in determining suitable Investment Managers.

Specific securities analysis methods are determined by the recommended Investment Managers. These Investment Managers apply various methods of security analysis to include charting, fundamental, technical and cyclical methods based on their own proprietary management style. Registrant rarely recommends individual equity securities unless specifically requested by client in which case research would be obtained from various brokerage firms and/or financial consultants on client's behalf.

Sources of information used by Registrant include multiple third-party research providers such as Morningstar, Charles Schwab, UBS Financial Services Inc., Morgan Stanley, Credit Suisse, and JP Morgan, among others. The Registrant also uses professional journals or websites, business and investment periodicals, financial newsletters, research obtained from major brokerage firms, outside consultants, as well as various personal contacts and experts. Registrant will also use published databases of Investment Manager performance. Registrant does not independently audit or verify the performance figures reported by the funds or managers that appear in these databases.

The career and income pattern of Registrant's clients, which consist primarily of high net worth individuals and professional athletes, requires specialized investment and financial management advice. Registrant's primary focus is on fundamental investment value with tax benefits being an important, but secondary concern. Registrant recommends to its clients an asset allocation

strategy that emphasizes (a) income producing and other credit strategies (b) diversification amongst various asset classes based on the “Efficient Frontier” concept relative to risk/return and (c) supplemental tactical strategies and Structured Notes for specific sectors or style based on internal models utilized by the Registrant.

Registrant also emphasizes long term, compounded returns, tax efficiency and reduction of internal portfolio management expenses. Registrant strives to recommend investment portfolios to its clients geared toward achieving “targeted” returns using capital market assumptions based on both historical return/risk and expected return/risk profiles for various asset classes.

When consistent with investment objectives, Registrant may recommend that a client employ the use of margin / securities based loans. The decision to employ a margin strategy implicates significant risks and conflicts of interest as more fully described in this Item 8 below. The associated risks extend to and affect Registrant’s investment strategies, especially with respect to portfolio risk and liquidity constraints.

Risk of Loss - General

Please Note: Investment Risk. Investing in securities involves risk of loss that clients should be prepared to bear, including the complete loss of principal. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by the Registrant) will be profitable or equal any specific performance level(s). Performance could be negatively impacted by a number of different market risks including, but not limited to, that portfolio management techniques used by Registrant may not produce the desired results. This could cause accounts to decline in value. Registrant selects investments based, in part, on information provided by issuers to regulators or made directly available to Registrant by the issuers or other sources. Registrant is not always able to confirm the completeness or accuracy of such information, and in some cases, complete and accurate information is not available. Incorrect or incomplete information increases risk and may result in losses.

Potential Risks of Investing in Securities Purchased in Mutual Funds, ETFs, and by Investment Managers:

Stock Market Risk - Stock market risk is the possibility that stock prices overall will decline over short or extended periods. Markets tend to move in cycles, with periods of rising prices and periods of falling prices.

Small and Mid Cap Risk - Investing in small- and medium-sized companies involves greater risk than is customarily associated with more established companies. Stocks of such companies may be subject to more volatility in price than larger company securities.

Foreign Securities Risk - Foreign securities are subject to the same market risks as U.S. securities, such as general economic conditions and company and industry prospects. However, foreign securities involve the additional risk of loss due to political, economic, legal, regulatory,

and operational uncertainties; differing accounting and financial reporting standards; limited availability of information; currency conversion; and pricing factors affecting investment in the securities of foreign businesses or governments.

Interest Rate Risk - Bonds also experience market risk as a result of changes in interest rates. The general rule is that if interest rates rise, bond prices will fall. The reverse is also true: if interest rates fall, bond prices will generally rise. A bond with a longer maturity (or a bond fund with a longer average maturity) will typically fluctuate more in price than a shorter term bond. Because of their very short-term nature, money market instruments carry less interest rate risk.

Credit Risk - Bonds and bond mutual funds are also exposed to credit risk, which is the possibility that the issuer of a bond will default on its obligation to pay interest and/or principal. U.S. Treasury securities, which are backed by the full faith and credit of the U.S. Government, have limited credit risk, while securities issued or guaranteed by U.S. Government agencies or government-sponsored enterprises that are not backed by the full faith and credit of the U.S. Government may be subject to varying degrees of credit risk. Corporate bonds rated BBB or above by Standard & Poor's are generally considered to carry moderate credit risk. Corporate bonds rated lower than BBB are considered to have significant credit risk. Of course, bonds with lower credit ratings generally pay a higher level of income to investors.

Liquidity Risk - Liquidity risk exists when a particular security is difficult to trade. A mutual fund's investment in illiquid securities may reduce the returns of the mutual fund because the mutual fund may not be able to sell the assets at the time desired for an acceptable price, or might not be able to sell the assets at all.

Call Risk - Many fixed income securities have a provision allowing the issuer to repay the debt early, otherwise known as a "call feature." Issuers often exercise this right when interest rates are low. Accordingly, holders of such callable securities may not benefit fully from the increase in value that other fixed income securities experience when rates decline. Furthermore, after a callable security is repaid early, a mutual fund would reinvest the proceeds of the payoff at current interest rates, which would likely be lower than those paid on the security that was called.

Objective/Style Risk - All Investment Managers are subject, in varying degrees, to objective/style risk, which is the possibility that returns from a specific type of security in which a mutual fund or manager invests will trail the returns of the overall market.

U.S. Government Agency Securities Risk - Securities issued by U.S. Government agencies or government-sponsored entities may not be guaranteed by the U.S. Treasury. If a government-sponsored entity is unable to meet its obligations, the securities of the entity will be adversely impacted.

Third Party Investment Management Risk – Registrant will not have a role in the management of clients' third-party managed accounts and it will likely not have the opportunity to evaluate in advance the specific investments made by any third-party managers. As a result, the rates of return to clients will primarily depend upon the choice of investments and other investment and management decisions of third-party managers and returns could be adversely affected by

unfavorable performance of such managers. Further, Registrant depends on third-party managers to develop the appropriate systems and procedures to control operational risks.

Potential Risks of Investing in Private Investment Funds:

Private investment funds generally involve various risk factors and liquidity constraints, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Investing in private investment funds is intended for experienced and sophisticated investors only who are willing to bear the high economic risks of the investment. Investors should carefully review and consider potential risks before investing. Certain of these risks may include loss of all or a substantial portion of the investment due to leveraging, short-selling, or other speculative practices, lack of liquidity because of redemption terms and conditions and that there may not and will not be a secondary market for the fund, volatility of returns, restrictions on transferring interests in the fund, a potential lack of diversification, higher fees than mutual funds, lack of information regarding valuations and pricing, and advisor risk. Each prospective client investor will be required to complete a subscription agreement with the private investment fund itself, pursuant to which the client investor shall establish that he/she/it is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment. Private investment funds have liquidity risk and investors may not be able to redeem their investment per the offering document's disclosures. In addition, Registrant may recommend a particular fund to many clients and a future recommendation to terminate that fund from client portfolios may create a "run" on liquidity, which means that clients may not receive all or even some of their capital back from the fund on time.

Risks Associated With Structured Notes

Structured Notes do not pay interest, dividend payments, provide voting rights or guarantee any return of principal at maturity unless specifically provided through products that are designed with this purpose in mind. Most structured note payments are based on the performance of an underlying index (i.e., S&P 500) and if the underlying index were to decline 100% then the payment may result in a loss of a portion or all of a client's principal. Notes are not insured through any governmental agency or program and the return of principal and fulfillment of the terms negotiated by Registrant on behalf of clients is dependent on the financial condition of the third party issuing the note and the issuer's ability to pay its obligations as they become due.

Structured Notes purchased for clients will not be listed on any securities exchange. There may be no secondary market for Structured Notes, and neither the issuer nor the agent will be required to purchase notes in the secondary market. Some of these structured financial products are callable by the issuer only, therefore the issuer (not the investor) can choose to call in the Structured Notes and redeem them before maturity. In addition, the maximum potential payment on Structured Notes will typically be limited to the redemption amount applicable for a payment date, regardless of the appreciation in the underlying index associated with the note. Since the level of the underlying index at various times during the term of the Structured Notes held by clients could be higher than on the valuation dates and at maturity, clients may receive a lower payment if redeemed early or at maturity than if a client would have invested directly in the underlying index.

While the payment at maturity of any Structured Notes would be based on the full principal amount of any note sold by the issuer, the original issue price of any Structured Note purchased for clients includes an agent's commission and the cost of hedging the issuer's obligations under the note. As a result, the price, if any, at which an issuer will be willing to purchase Structured Notes from clients in a secondary market transaction, if at all, will likely be lower than the original issue price and any sale prior to the maturity date could result in a substantial loss. Structured Notes will not be designed to be short-term trading instruments so clients should be willing to hold any notes to maturity.

Risks Associated With Margin Loans and Securities Based Loans

Registrant may recommend that a client establish a margin loan or a securities based loan (collectively, "SBLs") with the client's broker-dealer/custodian or their affiliated banks (each, an "SBL Lender") to access SBLs for financial planning and cash flow management purposes. For example, Registrant may deem it advisable for a client to borrow money on margin to pay bills or other expenses such as financing the purchase, construction, or maintenance of a real estate project. Unlike a traditional real estate-backed loan, an SBL has the potential benefit of: enabling borrowers to access funds in a shorter period of time, providing greater repayment flexibility, and may also result in the borrower receiving certain tax benefits. Clients interested in learning more about the potential tax benefits of borrowing money on margin should consult with an accountant or tax advisor.

The terms and conditions of each SBL are contained in a separate agreement between the client and the SBL Lender selected by the client, which terms and conditions may vary from client to client. Borrowing funds on margin is not suitable for all clients and is subject to certain risks, including but not limited to: increased market risk, increased risk of loss, especially in the event of a significant downturn; liquidity risk; the potential obligation to post collateral or repay the SBL if the SBL Lender determines that the value of collateralized securities is no longer sufficient to support the value of the SBL; the risk that the SBL Lender may liquidate the client's securities to satisfy its demand for additional collateral or repayment / the risk that the SBL Lender may terminate the SBL at any time.

Before agreeing to participate in an SBL program, clients should carefully review the applicable SBL agreement and all risk disclosures provided by the SBL Lender including the initial margin and maintenance requirements for the specific program in which the client enrolls, and the procedures for issuing "margin calls" and liquidating securities and other assets in the client's accounts. The following describes some of the risks associated with SBLs, which Registrant recommends that clients consider before participating in an SBL program:

Increased Portfolio Risk, Including the Risk for Potential Losses in the Event of a Downturn

- Borrowing money on margin to pay bills or other expenses increases a client's level of exposure to market risk and volatility. The more money a client borrows on margin, the greater the market risk. This is especially true in the event of a significant downturn in the value of the assets used to collateralize the SBL. In some circumstances, clients may lose more money than they originally invested and borrowed. As the marginable investments in a client's portfolio provide the collateral

for the SBL, the value of that collateral fluctuates according to market activity, while the amount the client borrows stays the same.

The Potential Obligation to Post Collateral or Repay the SBL if the SBL Lender Determines that the Value of Collateralized Securities is No Longer Sufficient to Support the Value of the SBL - The SBL requires a certain minimum value of equity to continue service of the SBL (the “Maintenance Requirement”). If the value of the client’s portfolio securities decline in value, so does the value of the collateral supporting the SBL. If the value of the SBL collateral declines to an amount where it is no longer sufficient to support the borrower’s line of credit or loan, the SBL Lender will issue a “Maintenance Call” (also referred to as a “margin call”). In that event, the client would be required to post additional collateral or repay the SBL within a specified period of time. The SBL Lender is also commonly entitled to increase its Maintenance Requirement at any time, without having to provide prior written notice to the borrower. As a result, borrowers are subject to risk of repayment of the loan and should be aware of such risks when foregoing a traditional mortgage to finance a real estate purchase.

The Risk that the SBL Lender may Liquidate the Client’s Securities to Satisfy its Demand for Additional Collateral or Repayment - The SBL Lender commonly reserves the right to render the borrower’s repayment immediately due, and/or terminate the SBL at any time without cause, at which point, the outstanding SBL balance would become immediately due and payable. However, if the borrower is unable to add additional collateral to their account or repay the loan with readily available cash, the SBL Lender can typically liquidate the borrower’s securities and keep the cash to satisfy the Maintenance Call. When liquidating the securities of the borrower’s investment portfolio, the SBL Lender usually reserves the right to decide which securities to sell to protect its interests, and is not necessarily required to provide written notice of its intentions to liquidate. Accordingly, clients who borrow money through an SBL should be aware of this risk and that such risk is not limited to the margin in the client’s account which could result in the client having to owe additional money or collateral to the SBL lender after the positions are liquidated. It is therefore possible that a client can lose more money than what the client originally invested into the portfolio.

Liquidity Risk - SBLs also have a significant effect on the liquidity of a client’s portfolio. Namely, a security (whether an equity, mutual fund or ETF) that is used as collateral for an SBL loses its liquidity as long as the SBL is outstanding. Decreased liquidity increases portfolio risk and restricts a client’s access to their funds, which clients should strongly consider before using an SBL.

Conflicts of Interest Implicated by SBLs - If Registrant recommends that a client apply for an SBL instead of selling securities that Registrant manages for a fee to meet liquidity needs, the recommendation presents an ongoing conflict of interest because selling those securities (instead of leveraging those securities to access an SBL) would reduce the amount of assets to which the Registrant’s investment advisory fee percentage is applied, and thereby reduce the amount of investment advisory fees collected by the Registrant. Likewise, the same ongoing conflict of interest is present if a client determines to apply for an SBL on their own initiative. These ongoing conflicts of interest would persist as long as Registrant has an economic disincentive to recommend that the client terminate the use of SBLs. Clients are therefore reminded that they are

not under any obligation to employ the use of SBLs, and are solely responsible for determining when to use, reduce, and terminate the use of SBLs. Although Registrant seeks to disclose all conflicts of interest related to its recommended use of SBLs and related business practices, there may be other conflicts of interest that are not identified above. Clients are therefore reminded to carefully review the applicable SBL agreement and all risk disclosures provided by the SBL Lender as applicable, and contact the Registrant's Chief Compliance Officer, Steven Trax, with any questions regarding the use of SBLs.

Item 9 - Disciplinary Information

Registrant and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of the company or its personnel.

Item 10 -Other Financial Industry Activities and Affiliations

Registrant and its employees do not have any relationships or arrangements with other financial services companies that pose material conflicts of interest.

Item 11 - Code of Ethics, Participation or Interest in client Transactions and Personal Trading

Registrant and its employees may also buy and sell the same securities that may be recommended to clients. If the possibility of a conflict or interest occurs, the client's interest will prevail. It is the policy of Registrant that orders will either be placed simultaneously or that priority is given to the client's orders over the orders of an employee of Registrant.

To avoid any potential conflicts of interest involving personal trades, Registrant has adopted a Code of Ethics ("COE"), which includes policies and procedures for personal trading as well as insider trading. Registrant's COE requires, among other things, that Employees:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets;
- Place the integrity of the investment profession, the interests of clients, and the interests of the Registrant. above one's own personal interests;
- Adhere to the fundamental standard that an Employee should not take inappropriate advantage of his/her position;
- Avoid any actual or potential conflict of interest;
- Conduct all personal securities transactions in a manner consistent with this policy;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities;

- Practice and encourage others to practice in a professional and ethical manner that will reflect credit on oneself and the profession;
- Promote the integrity of, and uphold the rules governing, capital markets;
- Maintain and improve one's professional competence and strive to maintain and improve the competence of other investment professionals; and
- Comply with applicable provisions of the federal and state securities laws.

Registrant's COE also requires Employees to: 1) pre-clear certain personal securities transactions, 2) report personal securities transactions on at least a quarterly basis, and 3) provide Registrant with a detailed summary of certain holdings and securities accounts (both initially upon commencement of employment and annually thereafter) over which such Employees have a direct or indirect beneficial interest.

A copy of Registrant's COE is available to any client or prospective client upon request.

Item 12 - Brokerage Practices

In the event that the client requests that the Registrant recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct the Registrant to use a specific broker-dealer/custodian), Registrant generally recommends that investment advisory accounts be maintained with Charles Schwab and Co., Inc., an SEC-registered and FINRA/SIPC member broker-dealer and its affiliates ("Schwab"). Before engaging Registrant to provide investment advisory services, the client will be required to enter into a formal Investment Advisory Agreement with Registrant setting forth the terms and conditions under which Registrant shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that the Registrant considers in recommending Schwab (or another broker-dealer/custodian) to clients include: historical relationship with the Registrant, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Registrant's clients shall comply with the Registrant's duty to seek best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the Registrant determines, in good faith, that the commission/transaction fee is reasonable. 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 broker-dealer services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Registrant will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Registrant's investment advisory fee.

The Registrant does not receive referrals from broker-dealers.

Non-Soft Dollar Research and Additional Benefits

Registrant receives from Schwab (and potentially other broker-dealers, custodians, investment platforms, unaffiliated investment managers, vendors, or fund sponsors) free or discounted support services and products. Certain of these products and services assist the Registrant to better monitor and service client accounts maintained at these institutions. The support services that Registrant obtains can include investment-related research; pricing information and market data; compliance or practice management-related publications; discounted or free attendance at conferences, educational or social events; or other products used by Registrant to further its investment management business operations.

Certain of the support services or products received may assist the Registrant in managing and administering client accounts. Others do not directly provide this assistance, but rather assist the Registrant to manage and further develop its business enterprise.

Registrant's clients do not pay more for investment transactions effected or assets maintained at a Schwab or other broker-dealers and custodians because of these arrangements. There is no corresponding commitment made by the Registrant to any broker-dealer or custodian or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products because of the above arrangements.

Registrant uses the analytical tools and resources provided by multiple third-party research providers such as Morningstar, Charles Schwab, UBS Financial Services Inc., Morgan Stanley, Credit Suisse, and JP Morgan, among others, to formulate investment recommendations to clients. To the extent these tools and resources are biased towards the recommendation of products or services sponsored by the affiliated entity relied on by Registrant, a material conflict of interest exists. In all cases, however, Registrant will recommend the optimal product or service to clients based on the individual client's investment objectives and constraints. While the Registrant has been granted discretionary authority over client assets, Registrant emphasizes the client's unrestricted right to reject any investment recommendation presented by Registrant.

Research may be used by the Registrant in servicing some or all of the Registrant's clients. In addition, research may not necessarily be used by the Registrant in servicing the client or clients whose account may have resulted in the Registrant receiving the research.

Brokerage Practices of Separate Account Managers

Each Separate Account Manager that the Registrant recommends to its clients generally will have investment discretion over the portion of the client's accounts invested through the Separate Account Manager. The client will have a direct contractual relationship with each Separate Account Manager and should receive disclosures of each manager's practices, including brokerage, aggregation of orders, and use by the investment manager of "soft dollars" to obtain research products and services from broker-dealers based on customer orders placed through the brokers. The designation by a client of a particular broker for execution of client account transactions (particularly if it differs from the brokers used by that Separate Account Manager for execution of most of the manager's other clients' accounts) may affect the commission rates and the method and pricing of execution of the client's account transactions for the portion of the client's portfolio managed by a particular Separate Account Manager. The client is urged to

review each Separate Account Manager's disclosures on brokerage practices in deciding whether to direct the Separate Account Manager to use a particular broker for execution of the client's portfolio transactions.

Several of Registrant's clients participate in asset-based fee programs ("Programs") that have been designed by unaffiliated broker-dealers or investment advisers ("Sponsors") to "bundle" or "wrap" a variety of services for which the client pays one fee based upon a percentage of the client's assets under management. Clients who participate in the Programs enter into a separate investment management agreements with the Sponsors. In certain instances, the Registrant recommends asset based pricing arrangements and in others the Registrant will recommend that clients pay transaction costs directly. The Registrant does not receive any portion of the transaction fees payable by the client to the account custodian whether asset based or transaction based.

Clients who participate in asset-based fee Programs should consider whether a Program's fee may or may not exceed the aggregate cost of the services if they were provided separately. Clients should consider the fee charged by the Sponsor, the amount of portfolio activity in the client's account, and the value of the custodial and other services that the Program provides. Clients can request at any time to switch from asset based pricing to transaction based pricing, or vice versa, assuming the option is available, however, there can be no assurance that the volume of transactions will be consistent from year-to-year. Clients should be guided accordingly.

The Registrant also maintains a procedure to review whether asset based or transaction based pricing remains advantageous for clients investing through Programs. On a periodic basis, the Registrant reviews the cost of maintaining an asset-based pricing relationship with Program custodians versus a transaction based arrangement in light of the number of transactions that occurred throughout the year. Where the cost of participating in one arrangement over another is insignificant, the Registrant will not take any action, but where it determines that the cost of participating in one arrangement over another is significant, it will recommend that the client transition their arrangement as necessary. The Registrant has the sole discretion to determine whether costs are significant in light of various factors that may change from time to time. There is no guarantee that the Registrant can forecast trading activity in any Program or that a portfolio manager in a Program will not change its investing approach at any time.

Brokerage Practices Regarding Structured Products

Registrant works with registered representatives of several unaffiliated financial institutions to develop specific customized structured products. In order to have access to these products, the client must maintain a custodial account with the financial institution underwriting the structured product or with Charles Schwab, subject to minimum account balances. Registrant receives no compensation from these financial institutions for recommending these products.

Directed Brokerage

The Registrant does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Registrant will not seek better execution services or prices from other broker-dealers

or be able to “batch” the client’s transactions for execution through other broker-dealers with orders for other accounts managed by Registrant. As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

In the event that the client directs Registrant to effect securities transactions for the client’s accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through Registrant. Higher transaction costs adversely impact account performance. Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

Aggregation of Trades

To the extent that the Registrant provides investment advisory services to its clients, the transactions for each client account generally will be effected independently, unless the Registrant decides to purchase or sell the same securities for several clients at approximately the same time. The Registrant may (but is not obligated to) combine or “bunch” such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the Registrant’s 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 Registrant shall not receive any additional compensation or remuneration as a result of such aggregation. The Registrant’s Chief Compliance Officer, Steven Trax, remains available to address any questions that a client or prospective client may have regarding the above arrangements and any corresponding perceived conflict of interest such arrangements may create.

Item 13 - Review of Accounts

When an account is opened, it is reviewed formally by one of the senior investment professionals to ensure that an investment program is designed to meet the client’s investment objectives and risk tolerance. All individual investment accounts are reviewed no less than quarterly by senior management for accuracy, security selections, investment style and cash inflows and outflows. A similar type of review occurs for all retirement, custodian and trust investment accounts by senior management on a semi-annual basis. client’s cash account used specifically for bill paying is reviewed several times each week by senior management for accuracy and appropriateness. On a quarterly basis, Registrant conducts an extensive review of each client’s investment portfolio based on Registrant’s preparation of detailed Performance Reports. Each senior investment professional, on average, will manage between fifteen (15) to sixty (60) client accounts, depending upon the relative experience level of the investment professional and service requirements of the client.

The nature and frequency of regular reports to clients on their accounts are:

1. Monthly summaries or “ledger” of all cash receipts and disbursements transacted in client’s bank accounts used specifically for “bill paying”. These summaries are prepared for clients which Registrant pays bills and collects income. Each month, these bill paying accounts are reconciled to bank statements and a copy of the bank statement(s) and reconciliation report at month-end are sent to clients with their monthly “ledger” summarizing all cash transactions occurring for the month.
2. Quarterly and/or Annual Performance Reports for clients engaging Registrant for Investment Advisory Services with investment portfolios in excess of \$50,000 (excluding money market type investments), depending on client’s request and consistent with Investment Advisory Agreement terms.
3. Periodic cash flow projections/budgets, tax projections, statement of financial condition and other appropriate financial reports.

Item 14 - Client Referrals and Other Compensation

See Item 12 above for a discussion on the economic benefits that the Registrant receives from Schwab and other entities including broker-dealers and account custodians.

The Registrant does not directly or indirectly compensate any person, other than its representatives, for client referrals.

Item 15 – Custody

The Registrant will have the ability to have its advisory fee for each client debited by the custodian on a quarterly basis. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. The Registrant may also provide a written periodic report summarizing account activity and performance as described above.

To the extent that the Registrant provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by the Registrant with the account statements received from the account custodian. The account custodian does not verify the accuracy of the Registrant’s advisory fee calculation.

The Registrant engages in other practices and services on behalf of clients that require disclosure on Form ADV Part 1A at Item 9, which subject the Registrant to an annual, independent surprise examination in accordance with the requirements of Rule 206(4)-2 under the Investment Advisers Act of 1940.

The Registrant’s Chief Compliance Officer, Steven Trax remains available to address any questions that a client or prospective client may have regarding custody-related issues.

Item 16 - Investment Discretion

Registrant generally has the discretion to determine the broker(s) through whom security transactions are executed for client accounts and commission rates paid. In addition, Registrant will have discretion in selecting Investment Managers that may be engaged to manage client's assets. Securities are bought and sold and Investment Managers selected as determined by the client's goals and financial condition. In most cases, Registrant exercises discretionary trading authority and the authority to transfer funds between accounts held in the name of the client granted through a limited power of attorney for client accounts.

At the inception of each client relationship or upon request, Registrant will document any client requested restrictions to be applied to the management of their account. Clients who engage the Registrant on a discretionary basis may, at any time, impose restrictions in writing, on the Registrant's discretionary authority (i.e. limit the types or amounts of particular securities purchased for their account).

Item 17 - Voting Client Securities

Registrant will not exercise proxy voting authority over client securities. The obligation to vote client proxies shall be solely the client's obligation. Clients shall in no way be precluded from contacting Registrant for advice or information about a particular proxy vote. However, Registrant shall not be deemed to have proxy voting authority solely as a result of providing such advice to client.

Should Registrant inadvertently receive proxy information for a security held in a client's account, Registrant will immediately forward the information on to client, but will not take any further action with respect to the voting of such proxy. Upon termination of its Agreement with client, Registrant shall make a good faith and reasonable attempt to forward proxy information inadvertently received by Registrant on behalf of client to the forwarding address provided by client to Registrant.

Class Actions

With regard to all matters for which shareholder action is required or solicited with respect to securities beneficially held by the client's account, such as (i) all matters relating to class actions, including without limitation, matters relating to opting in or opting out of a class and approval of class settlements and (ii) bankruptcies or reorganizations, Registrant affirmatively disclaims responsibility for voting (by proxies or otherwise) on such matters and will not take any action with regard to such matters.

Item 18 - Financial Information

The Registrant does not solicit fees of more than \$1,200, per client, six months or more in advance. The Registrant is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts. The Registrant has not been the subject of a bankruptcy petition.

MTX Wealth Management, LLC

Part 2B of Form ADV

The Brochure Supplement

11710 Plaza America Drive, Suite 1010, Reston, VA 20190
www.mtxwealth.com

Dated: March 29, 2019

This Brochure Supplement provides information about Steven B. Trax and Bradley J. Smith. It supplements Registrant's accompanying Form ADV Brochure. You should have a copy of that Brochure. Please contact Mr. Trax at 571-665-5270 if you have any questions about the Form ADV Brochure or this Brochure Supplement, or if you would like to request additional or updated copies of either document.

Additional information about Steven B. Trax and Bradley J. Smith is available on the SEC's website at www.adviserinfo.sec.gov.

Persons associated with Registrant must possess, minimally, the following: a college degree and/or appropriate business experience.

Professional Certifications

Employees have earned certifications and credentials that are explained in further detail.

CERTIFIED FINANCIAL PLANNER™

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 83,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must currently satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 6 hours, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hour
- s per year); and
- Ethics – Agree to be bound by CFP Board’s Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must currently complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field; and

- Ethics – Renew an agreement to be bound by the Standards of Professional Conduct. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board’s enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Certified Public Accountant (CPA) Minimum Qualifications – CPA is the statutory title of qualified accountants in the United States who have passed the Uniform Certified Public Accountant Examination and have met additional state education and experience requirements for certification as a CPA. In most U.S. states, only CPAs who are licensed are able to provide to the public attestation (including auditing) opinions on financial statements. In order to become a CPA in the United States, a candidate must sit for and pass the Uniform Certified Public Accountant Examination (Uniform CPA Exam), which is set by the American Institute of Certified Public Accountants and administered by the National Association of State Boards of Accountancy. In addition to the CPA exam, most states also require the completion of a special examination on ethics and that specific education and work experience minimums are met. CPAs are also required to take continuing education courses in order to renew their license. Requirements vary by state but the majority of states require 120 hours of CPE every 3 years with a minimum of 20 hours per calendar year.

Series 65 Examination – The Series 65 exam is designed to qualify candidates as investment adviser representatives. The exam covers topics that have been determined to be necessary to understand in order to provide investment advice to clients. It consists of 130 questions plus 10 pretest questions covering the materials outlined in the following study outline. Registrants are allowed 180 minutes to complete the examination. At least 94 (72%) of the questions must be answered correctly for an individual to pass the Series 65 exam. The examination is administered by FINRA.

The members of Registrant’s internal Investment Committee with respective education and business backgrounds are as follows:

Steven B. Trax’s Biographical Information

Educational Background and Business Experience

Year of birth: 1966

Formal education after high school

Old Dominion University, Norfolk, VA – B.S. Accounting and Finance; graduated in 1989

Business background or preceding five years:

(a) Principal with MTX Wealth Management January 2007 to Present

(b) Vice President/Sr. Director with SFX Financial Advisory Management Enterprises, Inc. September 1999 to January 2007.

Professional designations/examinations:

Certified Public Accountant-VA (1991);

Certified Financial Planner (1995);

Passed Uniform Investment Adviser Exam/Series 65 (7/16/96)

Disciplinary Information

Mr. Trax has not been involved in any legal or disciplinary events that would be material to a client's evaluation of Mr. Trax or of Registrant.

Other Business Activities

Mr. Trax is not engaged in any other investment related business, and does not receive compensation in connection with any business activity outside of Registrant.

Additional Compensation

Mr. Trax does not receive economic benefits from any person or entity other than Registrant in connection with the provision of investment advice to clients.

Supervision

The Registrant provides investment advisory and supervisory services in accordance with the Registrant's policies and procedures manual. The primary purpose of the Registrant's Rule 206(4)-7 policies and procedures is to comply with the supervision requirements of Section 203(e)(6) of the Investment Advisers Act ("Act"). The Registrant's Chief Compliance Officer, Steven Trax, is primarily responsible for the implementation of the Registrant's policies and procedures and overseeing the activities of the Registrant's supervised persons under the Act. Mr. Trax's investment recommendations are supervised by Registrant's Chief Investment Officer. Mr. Trax is available at 571-665-5270.

Bradley J. Smith's Biographical Information

Educational Background and Business Experience

Bradley J. Smith, Chief Investment Officer

Year of Birth: 1977

Formal Education After High School

Michigan State University – B.A. Economics, B.A. Finance

Business background or preceding five years:

- (a) Chief Investment Officer with MTX Wealth Management November 2010 - Present
- (b) Senior Portfolio Manager & Senior Wealth Advisor, Keel Point LLC August 2006 – November 2010
- (c) Chief Financial Officer & Business Manager, Reuben, LLC February 2004 – August 2006

Professional designations/examinations:

Passed Uniform Investment Adviser Exam/Series 65 (8/22/07)

Disciplinary Information

Mr. Smith has not been involved in any legal or disciplinary events that would be material to a client's evaluation of Mr. Smith or of Registrant.

Other Business Activities

Mr. Smith is not engaged in any other investment related business, and does not receive compensation in connection with any business activity outside of Registrant.

Additional Compensation

Mr. Smith does not receive economic benefits from any person or entity other than Registrant in connection with the provision of investment advice to clients.

Supervision

The Registrant provides investment advisory and supervisory services in accordance with the Registrant's policies and procedures manual. The primary purpose of the Registrant's Rule 206(4)-7 policies and procedures is to comply with the supervision requirements of Section 203(e)(6) of the Investment Advisers Act ("Act"). The Registrant's Chief Compliance Officer, Steven Trax, is primarily responsible for the implementation of the Registrant's policies and procedures and overseeing the activities of the Registrant's supervised persons under the Act. Mr. Trax is available at 571-665-5270.