



BROCHURE SUBSTITUTE FOR FORM ADV PART 2

**Praetorian Wealth Management dba Praetorian Guard
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This brochure provides information about the qualifications and business practices of Praetorian Wealth Management (dba Praetorian Guard). If you have any questions about the contents of this brochure, please contact us at 831-622-9600 or info@praetorianguard.biz

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 Praetorian Wealth Management (dba Praetorian Guard) also is available on the SEC's website at www.adviserinfo.sec.gov.

7 January 2019

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Item #2: Material Changes Since Last Year

None

Item #3 Table of Contents

See page 2.

Item #4: Advisory Business

Praetorian Wealth Management (hereafter Praetorian Guard) is a comprehensive financial planning firm that provides investment management services as well as financial planning advice to clients on matters not involving securities.

Praetorian Guard manages investment portfolios, on a fully discretionary basis for individuals, trusts and charitable organizations. Each account is managed in accordance with the investment objectives and any restrictions set by the client and agreed upon in writing by Praetorian Guard prior to account opening/funding.

In addition to portfolio management, Praetorian Guard may offer clients advice and assistance in establishing their investment goals and objectives and asset allocation advice. Our services may include evaluation of the client's personal and financial circumstances, needs and goals, including a review of financial and other assets, income, risk tolerance, tax status and other factors unique to the client.

Praetorian Guard primarily provides financial planning as part of its overall fee. These services can include goal identification and prioritization, cash flow analysis, retirement funding planning, coordination of employee benefits and education funding planning. Clients will sign a separate Consulting Services Agreement before Praetorian Guard begins these services. Praetorian Guard occasionally will provide financial planning services without discretionary investment management on a retainer basis if agreed upon in writing before the financial planning engagement begins. Additional information can be found in Item #5 Fees and Compensation.

Praetorian Guard will assist small to medium sized businesses establish or improve their 401K plans by performing analysis of the plan structure and making recommendations on plan design changes. Additionally, Praetorian Guard, in conjunction with Vanguard's Retirement Plan Access platform will recommend investment options for a plan.

Praetorian Guard does not provide legal or tax services to its clients.

Praetorian Guard has discretionary management of over \$187,979,012 in assets as of 31 December 2018.

EXECUTIVE OFFICERS AND INVESTMENT PROFESSIONALS

Richard A. Hewitt. Mr. Hewitt co-founded Praetorian Guard in July 2008 and is one of the firm's principal owners. Prior to that, he was a Managing Director of Centurion Alliance, Inc from August 2004 to June 2008, primarily building that firm's Private Client Group. He was appointed Chief Compliance Officer in August 2007. Mr. Hewitt completed more than 20 years of active military service with the United States Army. His last appointment was as Director of the Economics Program at the United States Military Academy at West Point. He is a 1984 graduate of West Point, where he earned a Bachelor of Science degree in Economics. He was awarded an MBA (Finance and Statistics) from the University of Chicago Booth School of Business in 1994 and an MS with honors in Financial Planning from The College for Financial Planning in 2003. Mr. Hewitt became a Certified Financial Planner TM in 1996 and was born in 1962.

Jerome M. Ledzinski II. Mr. Ledzinski co-founded Praetorian Guard in July 2008 and is one of the firm's principal owners. Prior to that, he was a Managing Director of Centurion Alliance, Inc from August 2004 to June 2008, with assignments as Corporate Controller and Director of Business Operations. Mr. Ledzinski is a 1995 graduate of the United States Air Force Academy with a Bachelor of Science degree in Management and he holds a Series 65 license. Mr. Ledzinski was born in 1973.

Joseph P. Clark. Mr. Clark joined Praetorian Guard in May 2010 as the Director, Mid-Atlantic Region and was subsequently promoted to Director, Eastern United States in August 2013. Prior to joining the firm, Joe held a variety of positions of increasing responsibility during a career in the United States Army as both a field artillery officer and comptroller, culminating as the Acting Chief of Budget Integration and the Senior Contingency Operations Budget Officer in the Office of the Assistant Secretary of the Army (Financial Management & Comptroller). Mr. Clark has a Bachelor of Science from the United States Military Academy (1991) where he majored in management and an MBA in finance from the University of Southern California's Marshall School of Business in 2001. Joe has been a Certified Financial Planner TM since 2004. Mr. Clark was born in 1968.

Marc A. Wehmeyer. Mr. Wehmeyer joined Praetorian Guard in August 2013 as the Director, Mid-Atlantic Region. Before joining Praetorian Guard, Marc held a variety of positions during a career on active duty in the United States Army as both an aviation officer and strategist. Marc earned a Bachelor of Science from the United States Military Academy (1993) and a Master in Public Affairs from the Woodrow Wilson School of International Affairs at Princeton University. Marc holds a Series 65 license and earned his Certified Financial Planner TM designation in December 2015. He was born in 1970.

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Anthony B. Wall. Mr. Wall joined Praetorian Guard in August 2015 as the Director, Retirement Services. Before joining our firm, Anthony served several years on active duty in the United States Army as a field artillery officer, graduated from Columbia Business School earning an MBA and worked both in Investment Banking as well as a senior financial officer with the World Bank. Anthony holds a Series 65 license and earned his Chartered Retirement Plan Specialist (CRPS ®) designation in November 2015. He was born in 1969.

Heidi T. Ketchum. Mrs. Ketchum joined Praetorian Guard in August 2017 as the Director of Operations, following a 20 plus year career in Operations Leadership. She started as a Transportation Officer in the Army and then moved into roles of increasing responsibility in the healthcare and technology sectors. Heidi's most recent role was supporting Global Transportation and Distribution at Facebook. Mrs. Ketchum has a Bachelor of Science from the United States Military Academy (1995) where she majored in Operations Research Systems Analysis and an MBA from University of Tennessee (2013) with a concentration in Logistics and Strategic Leadership. Heidi holds a Series 65 license and was born in 1972.

Supervision: Each of Praetorian Guard's Investment Professionals is supervised by Richard A. Hewitt, President and Chief Compliance Officer. The location is the Corporate Offices located at 3775 Via Nona Marie, Suite 220, Carmel, CA 93923, 831-622-9600. Investment recommendations are supervised and monitored during their development and prior to the Investment Policy Statement being signed by the client and Mr. Hewitt. Financial Planning recommendations are presented, discussed and agreed upon based on the Investment Professional's analysis and the combined efforts of the individual and Mr. Hewitt. Finally, all trading in client accounts originates from the Carmel, California office and only the firm's principal owners and the Director of Operations have trading authority on client accounts with TD Ameritrade Institutional. Mr. Jerry Ledzinski, II supervises and monitors accounting, expenses and areas related to client/prospect interaction.

Item #5: Fees and Compensation

Except as set forth below, Praetorian Guard charges fees based on the value of client assets that we directly manage. Our fees are payable quarterly in advance and are calculated based on the market value of an account's assets on the last business day of the previous calendar quarter.

Clients receive customized comprehensive financial advisory services, including on-going financial planning and investment management. Our fees are charged at the following annual rates, based upon the total amount of assets upon which Praetorian Guard is directly managing:

<u>Total Assets</u>	<u>Annual Bill Rate</u>
Below \$2 Million	1.50%
\$2 to \$5 Million	1.25%
Over \$5 Million	1.00%

Praetorian Guard has established a minimum client fee of \$1,000 per quarter per client relationship (which will cover ALL client accounts that Praetorian Guard has discretionary investment management over and are custodied at TD Ameritrade, Pensco Trust and/or 401K/529 providers).

Custody or trading charges assessed by the client's custodian or broker-dealer are paid separately by the client to the custodian or broker-dealer and are not included in Praetorian Guard's fees and do not accrue to Praetorian Guard or its employees.

In selected client relationships Praetorian Guard will provide investment guidance and monitoring for client 401K plans and/or 529 accounts at a reduced fee rate of 0.50% annually (billed quarterly) if agreed upon in writing prior to account opening/funding. In these circumstances, the fee for this service will be billed to another of the client's accounts custodied with TD Ameritrade Institutional.

If Praetorian Guard agrees to provide financial planning services only the fees charged will be as follows:

Initial financial plan and discussion of recommendations: \$4,000 which includes the first quarter's retainer fee.
Quarterly retainer fee for subsequent quarters: \$1,500

Fee reductions or waivers are available to Praetorian Guard personnel and their family members. Fees are negotiable, are at our sole discretion, and may differ from client to client based upon a number of factors.

We submit our fee invoices to the custodian, and the custodian pays our fee from account assets, unless our contract with the client provides for bills to be sent to and paid by the client or a third party (and that arrangement is agreed upon in writing at the onset of the relationship). It is possible for clients to request that fees for several accounts be aggregated and billed to a single account at the onset of the relationship.

Client account assets may be invested in certain pooled investment vehicles, including money market and other mutual funds or exchange traded funds (ETFs). Assets invested in funds normally are subject to investment management and other fees and expenses that are paid by the fund but ultimately by the fund investors. Such fund-level fees and expenses are in addition to the management fees clients pay to Praetorian Guard on the same assets.

Praetorian Guard will custody and place trade orders on client assets with TD Ameritrade Institutional or Pensco Trust Company. In most cases, Praetorian Guard's advisory fee is the only asset-based fee and the client pays separately for commissions and other transaction charges, custodial fees and other expenses incurred in managing the account.

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Certain investment strategies used by Praetorian Guard in managing client accounts may result in account assets being held in cash or cash equivalents. Praetorian Guard includes cash balances in determining the total value of account assets for purposes of calculating its management fees.

Clients may terminate Praetorian Guard's services at any time by giving written notice to Praetorian Guard at our corporate offices: 3775 Via Nona Marie, Suite 220, Carmel, CA 93923. If an account is to be liquidated on termination, payment of proceeds may be delayed for the period of time required to effect an orderly liquidation of account assets. There will be no refund of prepaid quarterly fees if services are terminated during a calendar quarter, whether by Praetorian Guard or the client.

Praetorian Guard and its employees do not receive or accept direct compensation (commissions, 12-b (1) fees or other fees) for the sale of any securities or other investment products from brokerage firms or mutual fund providers.

Clients may be able to obtain similar services at a lower cost from other investment advisors.

Fees for 401K plans through the Praetorian Guard's Retirement Services will be negotiated in partnership with Vanguard and may include a third party administrator fee paid to an outside, non-associated firm. Generally, the all in fees for 401K plans Praetorian Guard helps to establish or improve will be 1.00% annually or less and Praetorian Guard's advisor fee will be a portion of this total fee, not in addition to it.

Item #6: Performance Based Fees and Side by Side Management

Praetorian Guard does not offer a performance based pricing option nor do its personnel accept transaction based commissions. Commissions, when charged, are charged by the custodian and accrue to that custodian, not Praetorian Guard or its employees.

Item #7: Types of Clients

Praetorian Guard's typical client is an individual/family, trust, qualified retirement account, charitable account or custodial account for minors who have not yet attained majority age.

Praetorian Guard provides financial planning and investment management and has a stated minimum of \$2 million in net worth and/or \$1 million in investable assets. We retain the right to waive those minimums in our sole discretion. Exceptions may be made under certain circumstances, e.g., for related accounts and for the accounts of Praetorian Guard personnel and their family members. In addition, each client must establish an account or accounts with a custodian *not affiliated* with Praetorian Guard and provide authorization for Praetorian Guard to exercise investment discretion over that account.

Under certain circumstances, Praetorian Guard will, for an additional fee, serve as trustee for a client account(s). In this arrangement, Praetorian Guard will require the client/grantor of the trust to maintain custody of the assets at an unaffiliated, independent custodian. Praetorian Guard does not keep custody of client assets and will remove check writing authorization on the account(s) prior to assuming trustee duties. Additionally Praetorian Guard will engage a qualified CPA firm to conduct an annual, unannounced inspection of those accounts to ensure compliance with appropriate rules and regulations and the cost of this inspection will be borne by the client.

Unless Praetorian Guard otherwise agrees in writing, Praetorian Guard will not advise or take any action on behalf of clients in any legal proceedings, including bankruptcies or class actions, involving securities held in or formerly held in the Portfolio or the issuers of those securities.

Praetorian Guard's Retirement Services Division serves small and medium sized businesses with 401K retirement plan solutions in conjunction with the Vanguard Retirement Plan Access platform. Praetorian Guard works with Vanguard and the company leadership to develop 401K plan options and all 401K accounts are custodied with Vanguard. In some relationships, Praetorian Guard may include an independent Third Party Administrator/Plan Design firm in order to provide the optimal recommendation to the client.

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

Praetorian Guard's analysis of securities includes fundamental analysis whereby underlying economic factors drive the intrinsic value of the stock market, economic sectors and various industries. Examples of these would include current and expected rates of inflation, economic growth or interest rates.

Praetorian Guard also uses cyclical analysis to determine where in the business cycle the economy currently is and where we expect it to go in future period(s).

Praetorian Guard employs investment strategies built around three conventional asset classes: equity, fixed income and cash management. In addition, we may (with client concurrence), employ private placement bonds and trust deeds in order to broaden our asset class options. We do not receive any compensation from the issuer or other party when employing these investment options.

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Investment risk is inherent in any investment strategy and different securities will have unique risks associated with them. There is no guarantee that Praetorian Guard's services will be profitable, meet client goals or objectives or protect client assets against losses.

Item # 9: Disciplinary Information

None

Item # 10: Other Financial Industry Activities or Affiliations

Praetorian Guard does not have an application pending to register as a broker dealer, nor as a futures commission merchant, commodity pool operator or commodity trading adviser. Additionally, it does NOT sell products or services other than investment advice and management to clients nor is the principal business of the firm some activity other than providing investment and financial planning advice.

Praetorian Guard may recommend that clients engage tax preparers in their local area, attorneys for estate planning services or insurance specialists based upon Praetorian Guard's analysis of each client's situation, needs and objectives. Neither Praetorian Guard nor any of its employees receive any referral fee or other form of compensation for such referrals. Praetorian Guard's Chief Compliance Officer, Richard A. Hewitt, is available to address any questions that a client or prospective client may have regarding this information.

Praetorian Guard, nor any related person, is not a general partner in any partnership in which clients are recommended to invest.

Richard A. Hewitt serves on the TD Ameritrade Institutional Advisor Panel. The Panel consists of approximately 30 independent investment advisors that advise TD Ameritrade Institutional on issues relevant to the independent advisor community. The Panel meets in person three to four times per year on average and conducts periodic conference calls on an as needed basis. Investment advisors are appointed to serve on the Panel for three-year terms by TDA Institutional senior management. An investment advisor may serve longer than three years if appointed to additional terms by TDA Institutional senior management. At times, Panel members are provided confidential information about TDA Institutional initiatives. Panel members are required to sign confidentiality agreements. TD Ameritrade, Inc. does not compensate Panel members. However, TD Ameritrade pays or reimburses Registrant for the travel, lodging and meal expenses Registrant incurs in attending Panel meetings. The benefits received by Registrant or its personnel by serving on the Panel do not depend on the amount of brokerage transactions directed to TD Ameritrade. Clients should be aware, however, that the receipt of economic benefits by Registrant or its related persons may create a potential conflict of interest and may indirectly influence Registrant's recommendation of TD Ameritrade for custody and brokerage services. Praetorian Guard's Chief Compliance Officer, Richard A. Hewitt, is available to address any questions that a client or prospective client may have regarding this information.

Item # 11: Code of Ethics, Participation/Interest in Client Transactions and Personal Trading

Praetorian Guard is committed to maintaining the highest legal and ethical standards in the conduct of our business. We have built our reputation on client trust and confidence in our professional abilities and our integrity. As fiduciaries, we place our clients' interests above our own. Meeting this commitment is the responsibility of Praetorian Guard and each of our employees. In accordance with Section 204-A of the Investment Advisors Act of 1940, Praetorian Guard maintains and administers policies that we believe are reasonably designed to protect non-public information of our clients.

Praetorian Guard's personnel may invest in the same or similar investments as our clients, and in some cases have business dealings with clients and/or family members (who may or may not be clients of Praetorian Guard). These business arrangements may create a possible conflict of interest situation and as such should be considered. These dealings have included referrals, without compensation, to Certified Public Accountants who are clients, clients with a minority ownership in Praetorian Wealth Management, Inc. and recommendations, without compensation, by Praetorian Guard to use insurance providers with whom Praetorian Guard has a client relationship within the insurance firm when our analysis indicates that a client(s) may need additional risk management tools as part of their financial plan. All clients are treated the same regardless of any other factor(s). Praetorian Guard's Chief Compliance Officer, Richard A. Hewitt, is available to address any questions that a client or prospective client may have regarding this information.

Praetorian Guard's personnel may donate time and energy in service to charitable and/or non-profit organizations and activities and thus a possible conflict of interest could be created by the interaction of the employee's time allocated to Praetorian Guard business activity and service/charity endeavors. Praetorian Guard will attempt to resolve any conflict of interest in a manner that is fair to all our clients.

Employee (and related persons) transactions are reviewed monthly and cleared when necessary by the Chief Compliance Officer. No Praetorian Guard employee recommends securities for client accounts in which Praetorian Guard or its employees have a material financial interest.

Item # 12: Brokerage Practices

Praetorian Guard generally has full discretionary authority, without consulting with its client on a transaction-by-transaction basis, to manage the client's account, including the power to decide (a) which securities or other investment products to buy, sell or hold for a client's account, (b) the amounts of and prices at which such securities or other investments will be bought, sold or held and (c) the broker-dealer or other intermediary which

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will be used to effect transactions for clients' accounts, subject to the investment objectives and any restrictions or directions specified by the client and accepted by Praetorian Guard in writing.

Praetorian Guard will always recommend an unaffiliated broker-dealer where clients may establish accounts to be managed by Praetorian Guard and place custody of account assets. In recommending these broker-dealers, Praetorian Guard takes into account the range and quality of services provided by the broker-dealer to the client and to Praetorian Guard in its capacity as discretionary investment manager for the client's account, including, but not limited to, the broker-dealer's computer software and support systems that enable Praetorian Guard to access on-line account information, generate account statements and reports and place orders to buy or sell securities for the account.

Praetorian Guard does not as a matter of routine practice aggregate all client trades but does attempt to submit trades for similar securities for clients at the same time so that prices paid or received are similar.

Item # 13: Review of Accounts

Praetorian Guard's investment professionals oversee portfolio operations, trading, financial planning, and compliance. Research is conducted in-house and obtained from third party providers and TD Ameritrade Institutional at no cost. Praetorian Guard's Portfolio Management team includes its President, Directors and Chief Compliance Officer. Account reviews are conducted on a monthly basis based upon the account's inception date so that each account is reviewed annually at a minimum.

More frequent reviews may be conducted as appropriate based on several factors such as economic developments, securities market trends, changes in federal or applicable state tax law, changes in assumptions regarding the client's exposure to country, regional or industry risks and the effect of company specific news on the client's portfolio holdings or investment strategy. Account reviews may also be prompted by Praetorian Guard's notification of significant changes in a client's own circumstances that may impact the client's individual investment objectives, financial goals, needs or risk tolerance.

Praetorian Guard provides semi-annual (as of June 30th) and annual (as of December 31st) reports to all clients. These reports show account performance as well as investment and cash held as of the date of report preparation. Each client receives monthly (TD Ameritrade Institutional) or quarterly (Pensco Trust) account statements from the independent account custodian showing all activity during the reporting period, including transactions and account holdings as well as the deduction of any fees, expenses, or other charges from the account. It is the responsibility of the client to review these account statements and bring to Praetorian Guard's AND the custodian's attention any discrepancies, errors or issues in a timely manner. Be aware that there may be small variances between the reports due to the posting of dividends, deposits or interest. Clients may access their account(s) directly online at secure websites provided and maintained by the custodian. Contact Praetorian Guard at 831-622-9600 if you need assistance in accessing your account(s) online.

Item #14. Client Referrals and Other Compensation

Praetorian Guard has a formal relationship with Wealthramp, Inc. for client referrals through its proprietary platform. Individuals who become Praetorian Guard clients through the Wealthramp platform will be provided a written disclosure of the terms between Praetorian Guard and Wealthramp at inception of the client relationship. All payments from Praetorian Guard to Wealthramp will come from Praetorian Guard fees and will not increase the client's fees or be passed along.

Item #15. Custody

Praetorian Guard does not hold physical custody of any client assets. We employ independent, third party custodians (TD Ameritrade Institutional and Pensco Trust). In a few cases, clients will self-custody assets which are part of their overall portfolio of assets. Clients receive account statements directly from these custodians and clients should carefully compare the statements provided by us with those of the custodian.

In most situations, clients have the option of receiving paper or electronically delivered statements and trade confirmations. In some cases, the custodian will offer reduced commissions if a client selects electronic delivery of statements and confirmations.

Item # 16: Investment Discretion

Praetorian Guard manages investment portfolios on a fully discretionary basis for individuals, trusts and charitable organizations. Each account is managed in accordance with the investment objectives and any restrictions set by the client and agreed upon in writing by Praetorian Guard prior to account opening/funding. Prior to assuming discretionary authority, Praetorian Guard and the client(s) will execute an Investment Management Contract formally giving Praetorian Guard this authority.

Praetorian Guard does NOT have investment discretion on 401K accounts that are on the Vanguard Retirement Plan Access platform. Praetorian Guard does select the investment options available for a 401K plan, to include the default investment option.

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Item # 17: Voting Client Securities

Praetorian Guard normally votes its proxy ballots with management's recommendations. Copies of all proxy votes are maintained in our files.

At account opening, clients will have the opportunity to select from the following options regarding Proxy Voting Authorization at TD Ameritrade Institutional:

- a. The client receives and votes all proxies.
- b. The client authorizes TD Ameritrade Institutional to forward all proxy materials to Praetorian Guard and Praetorian Guard will vote on the client's behalf and maintain a record of said vote.
- c. The client will receive informational copies but authorizes TD Ameritrade Institutional to forward all proxy materials to Praetorian Guard and Praetorian Guard will vote on the client's behalf.

Praetorian Guard does not employ the services of a proxy voting service. Clients may request a copy of Praetorian Guard's proxy voting policy and procedures upon written request.

Item # 18: Financial Information

Praetorian Guard does not require the prepayment of more than \$1,200 in fees per client and six or more months in advance and therefore is not required to provide an audited balance sheet.