



**Mills Wealth Advisors, LLC**

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**March 20, 2019**

**FORM ADV PART 2A  
BROCHURE**

This brochure provides information about the qualifications and business practices of Mills Wealth Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at 817-416-7300. 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 Mills Wealth Advisors, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Mills Wealth Advisors, LLC is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

## **Item 2 Summary of Material Changes**

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since the filing of our last annual updating amendment, dated March 26, 2018 we have no material changes to report.

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## Item 4 Advisory Business

### About Mills Wealth Advisors, LLC.

Mills Wealth Advisors, LLC (MWA) is a registered investment advisor based in Southlake, Texas. We are organized as a limited liability company under the laws of the State of Texas. We have been providing investment advisory services since February, 2012 and prior thereto, since 1999, the principal of our firm, provided services as an investment adviser representative registered representative of an independent investment adviser/broker-dealer. Mike Mills is the principal owner of Mills Wealth Advisors, LLC.

While our offices are located in Southlake, Texas, we service clients both nationally & internationally. Given our founder's military background, we now have clients located around the globe, and we have invested in technology that allows us to conduct meetings face-to-face so that our clients, or their families, get the same service whether they are local or are in the far corners of the world defending freedom. We have found that whether in the DFW metro area, or around the world, clients want to have their choice of financial advisors, not merely the closest.

- At MWA, we are committed to the financial planning process, objective financial advice, transparency in fees, confidentiality and upholding the highest ethical standards. As your fiduciary, we have a client first policy and are committed to listening and understanding your needs. Armed with your goals, dreams, and fears we use our experience to co-create a financial plan that attempts to provide clarity and wisdom while avoiding the landmines that can destroy a plan.
- Our firm primarily focuses on counseling and advising leaders at life's key transitional events. This often includes retirement, selling a business, changing jobs, divorce, etc. Our typical clients are business owners, executives, retirees and their families that have complex financial affairs and are looking for a long term financial partner.
- We believe investors would be better off to ignore Wall Street's "noise" promoted by many market pundits in the media. We think clients should accept that no one knows the direction the market is going in the short-term. Clients should also give up the temptation to beat the market and instead accept the investment structure (asset allocation) that is designed to account for the majority of expected returns.
- We believe a key to long term, after-tax, superior risk-adjusted returns, involves building well-balanced, globally-diversified portfolios grounded in over 60 years of academic research. This research suggests market-based investing over active management. Our firm's **CORE<sup>+</sup>** models primarily use low cost, broadly diversified, second generation index funds and/or exchange-traded funds ("ETFs") to give our client's access to public markets and to give them an opportunity to achieve the investment objectives identified in their financial plan.

The following paragraphs describe our services and fees. Please refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we", "our" and "us" refer to Mills Wealth Advisors, LLC, and the words "you", "your" and "client" refer to you as either a client or prospective client of our firm.

### Description of Services

We provide our clients with wealth management services consisting of financial planning, consulting services and portfolio management services.

## Financial Planning and Consulting Services

Our financial planning services are provided based on a goal driven philosophy. Our plans are designed to integrate the components of the financial planning process in a manner that we believe leads to increased confidence and control by efficiently integrating the following areas:

- Cash management and liquidity planning
- Risk management planning
- Investment planning
- Income tax planning
- Retirement income planning
- Education planning
- Estate planning
- Executive Benefits (Stock option analysis & planning).
- Business Succession Planning
- Retirement plan design & consulting

Our process is designed to determine and address our client's overall needs, goals, and dreams. The steps in our process consist of the following meetings:

- Introductory meeting- the intro meeting is a get-to-know-each-other meeting (free of charge) where we will both determine if it is a good fit to start our relationship. Should you decide to engage our firm, we request that you complete a detailed, confidential client questionnaire and provide the applicable documents that we will need to complete your Financial Plan.
- Questionnaire meeting- in this meeting we will ask questions based on the information provided to determine expected cash flow, net worth, confidence in the ability to reach goals, tax considerations, time horizon objectives, risk capacity, income and growth expectations, etc.
- Plan Delivery meeting- we present a written financial plan with our recommendations for your review. The financial plan is based upon the information collected and the goals set forth in the questionnaire meeting.
- Implementation meeting- pending your approval, we implement the plan on your behalf. Plan implementation will be accomplished via our asset management services and/or fixed insurance products described below. You may impose restrictions on our ability to implement particular types of investments or investment strategies. At the onset of the relationship, you will sign an advisory agreement that describes the financial planning engagement, any investment restrictions, and the fees that we charge. Plans may need to be updated from time to time as situations change.
- 90-day and annual review meeting- we will have a 90-day meeting to review any changes implemented from your financial plan. Also, our firm will monitor/update your plan, if engaged to do so.

We will also consult with your other personal advisors, if appropriate. We will review all decisions on implementing the initial plan with you. You have no obligation to open an account, to transact business, or to implement any recommendations or suggestions provided pursuant to the plan.

We request that you promptly notify our firm if your financial situation, goals, objectives, or needs change. In addition, we will not verify independently any information we receive from our clients or our clients' other professional advisors but will instead rely upon the accuracy and completeness of the information provided in performing our services.

We do not provide legal, tax or accounting advice or related services. Clients should not assume that we are providing these services at any time. Also, clients should understand that, generally speaking, securities or other investments for which we provide advice are not deposits or obligations of any bank, are not endorsed or guaranteed by any bank and are not insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any other governmental agency.

### **Consulting Services**

In some cases, we may provide consulting services which only address specific areas or subject matter. In limited cases we may also recommend alternative investments for certain sophisticated clients who are "qualified clients" and/or "accredited investors". Alternative investments may include private investments such as private equity funds, real estate development funds, mezzanine debt, and on a limited basis hedge funds which generally refers to a wide range of private restricted investments that can vary substantially in terms of size, strategy, business model, and organizational structure. In instances where we utilize these types of investments, we consider the extra return potential versus the additional cost and possible concentration of leaving a diversified core portfolio.

### **Asset Management Services**

We offer discretionary and non-discretionary asset management services. Our investment advice is tailored to meet our clients' needs and investment objectives. If you retain our firm for asset management services, we will determine your investment objectives, risk tolerance, and other relevant information at the beginning of our advisory relationship, which may be accomplished via the financial planning process as described above. According to your risk tolerance and investing objectives we may invest your assets according to one or more model portfolios developed by our firm. Once we construct an investment portfolio for you, or select a model portfolio, we will monitor your portfolio's performance on an ongoing basis, and will rebalance the portfolio as required by changes in market conditions and in your financial circumstances.

For those clients that require an enhanced and/or specialized level of asset management services, we may also recommend unaffiliated Third Party Advisers ("TPAs") to manage a portion of your account, based upon the stated investment objectives of the client. You will receive full disclosure of the TPA's services, fees and other relevant information at the inception of the relationship by way of the TPA's disclosure document. Fees charged by TPAs are separate and apart from the advisory fees charged by our firm and we will include the assets managed by the TPA when calculating our advisory fee. MWA shall continue to render asset management services to the client relative to the ongoing monitoring and review of account performance, asset allocation and client investment objectives. Factors which MWA shall consider in recommending TPAs include management style, performance, reputation, financial strength, reporting, pricing, and research.

If you participate in our discretionary asset management services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow us to determine the specific securities, and the amount of securities, to be purchased or sold for your account as well as the broker-dealer to be used and the commission rates to be paid without your approval prior to each transaction. Discretionary authority is typically granted by the investment advisory agreement you sign with our firm and the appropriate trading authorization forms. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased for your account) by providing our firm with your restrictions and guidelines in writing. If you enter into non-discretionary arrangements with our firm, we must obtain your approval prior to executing any transactions on behalf of your account.

### **Mills Equity Fund, II, LP**

Our firm is the General Partner of the Mills Equity Fund II, LP, (the "Fund") a pooled investment vehicle we created to gain access to deeply distressed companies in need of significant restructuring and operational support. The Fund is only offered to certain sophisticated investors meeting certain net worth and other financial requirements and only via private placement memorandum and other offering documents. This Fund is closed to new investors.

### **LS MWA Loan 2**

Our firm is the General Partner of the LS MWA Loan 2, (the "Fund 2") a pooled investment vehicle we created for securitized assets. The Fund is only offered to certain sophisticated investors meeting certain net worth and other financial requirements and only via private placement memorandum and other offering documents. This Fund is closed to new investors.

### **Types of Investments**

We primarily offer advice on investments and how to structure investments to achieve specific financial goals. We may provide advice on publicly and privately traded investments. Our firm can advise on investments ranging from mutual funds, ETF's, real estate, stocks, fixed income, and structured products. Our CORE+ portfolios are comprised primarily of low cost mutual funds and ETF's.

### **Assets Under Management**

As of December 31, 2018, we manage \$132,884,061 in client assets on a discretionary basis, and \$31,123,533 in client assets on a non-discretionary basis.

## **Item 5 Fees and Compensation**

We are committed to fee transparency and doing what is in the best interests of our clients. As a result, we have determined that the best way to build trust and accommodate our clients' multiple needs is to offer pricing flexibility, so that our clients can choose the option that best fits their particular situation.

### **Fee Options:**

We charge the following types of fees which clients may elect based on the services provided:

- Fixed fees for broad-based financial planning services;
- Fees based upon assets under management for asset management services;
- Hourly or fixed fees for specific projects;
- For "qualified clients", a performance based fee based on the percentage of the profits generated. See Section 6: Performance-based Fees and Side-by-side management for more information on this type of fee.

Our employees and their families accounts may be charged a reduced fee, or no fee, for our services.

### **Financial Planning Fees**

Our fee for financial planning services generally costs \$2,500. One-half of our fee for the initial written financial plan will be due upon execution of your written agreement with us, with the remainder of the fee due upon completion of the initial plan. The fee is based on complexity and could be less in certain situations. MWA reserves the right to waive the 2<sup>nd</sup> half of the financial planning fee if clients engage MWA for other services with a greater value. Additional engagements or revisions to the financial plan will be billed at an hourly rate of \$250. Before we begin any additional work, we will provide an estimate of time and get prior approval to begin work.

## Asset Under Management Fees

For Asset Management Services, we charge an annual fee based on the market value of your assets under our management. The majority of our clients base our fee on a percentage of assets under management or under advisement according to the fee schedule set forth below:

| Assets Under Management | Tiered Annual Fee** | Fee At                | Blended Fee*** |
|-------------------------|---------------------|-----------------------|----------------|
| First \$1,500,000       | 1.00%               | \$1,500,000 = 1.00%   |                |
| Next \$1,500,000        | 0.50%               | \$3,000,000 = 0.75%   |                |
| Next \$2,000,000        | 0.33%               | \$5,000,000 = 0.582%  |                |
| Next \$5,000,000(+)     | 0.25%               | \$10,000,000 = 0.416% |                |

\*\*Existing clients of the firm may pay different fees than those stated. We charge a minimum annual fee of \$5,000 or 1.5% management fee annually, whichever is lower. In some cases, we may include the value of alternative investments in calculating the annual fee.

\*\*\*As an example this shows what the blended fee is at the stated AUM levels.

Fees are billed and payable quarterly in advance based on the value of your account on the last day of the previous quarter. If the investment advisory agreement is executed at any time other than the first day of a calendar quarter, our fees will apply on a pro rata basis, which means that the advisory fee is payable in proportion to the number of days in the quarter for which you are a client. Our advisory fee is negotiable, depending on individual client circumstances. If an alternate fee method is used, it will be equal to or lower than the fee schedule listed above.

At our discretion, we may combine the account values of family members living in the same household to determine the applicable advisory fee. For example, we may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts. Combining account values may increase the asset total, which may result in you paying a reduced advisory fee based on the available breakpoints in our fee schedule stated above. This may result in different fees being charged for client accounts similar in composition and objectives.

## Consulting Services

In circumstances where very specific situations develop that may call for an unknown amount of time or in a situation that is limited in scope, we may charge negotiable hourly fees at \$250 per hour to be billed no less than quarterly or as services are provided. Should the written advisory agreement for these services be terminated, you will be provided a refund of any portion of the hourly fee paid which we have not earned.

In the event we recommend an alternative investment, we may charge clients a fixed fee for conducting due diligence and monitoring of the investment. Fees and fee paying arrangements for such services will be determined on a case by case basis.

In some cases where we recommend alternative investments to clients, we may be compensated directly by the alternative investment sponsor by receiving a portion of the advisory fees attributable to the client's, investment, a fee equivalent to a percentage of the funds invested by the client and/or equity interests in the alternative investments equivalent to such fee, a percentage of cash flows and/or other compensation arrangements. MWA may act in a sub-advisory capacity to alternative investments recommended to clients. MWA has an incentive to recommend alternative investments for which MWA receives compensation over other investments with which MWA has no



compensation arrangements and/or less favorable compensation arrangements. You are under no obligation to invest in any alternative investment which MWA recommends and should refer to the offering documents of alternative investments for a complete description of the fees, risks and other pertinent information.

MWA believes in transparent advice. As a client centered advisor; our clients goals are our primary objective. Any products or strategies MWA uses or recommends to clients is done so in an effort to accomplish those objectives. In limited situations when MWA can gain concessions from targeted investments that we seek out to monetize a dislocated market or round out our **CORE<sup>+</sup>** portfolios, MWA may receive fees or sub-advisory compensation. Such compensation will be disclosed and will normally benefit the client in the form of full or partial offset of management fees.

While all types of compensation arrangements can cause conflicts of interest, MWA will only receive sub-advisory compensation when it provides a service at fair market value, or when it is specifically disclosed to clients. MWA only recommends alternative non-core investments when it believes the investments are worth the risk of concentration.

In an effort to minimize or reduce any conflicts associated MWA sub-advisory compensation, MWA may place all or part of the fee into the investment as a co-investment to align interest. In most circumstances where MWA receives compensation that is not paid by our client, MWA receives a concession from the alternative investment manager. MWA may share or offset the MWA fee with all or a portion of the fee received with clients.

### **Performance Based fees**

In limited circumstances, for "qualified clients" (net worth greater than \$2,100,000 (\$2,000,000 for performance based fee agreements entered into prior to August 15, 2016) or for whom we manage at least \$1,000,000 immediately after entering an agreement for our services), we may charge performance based fees with respect to alternative investments we may recommend to clients. Performance based fees will be determined on a case by case and client by client basis. See Section 6, Performance-based Fees for more information.

You will bear the management or performance fees charged by our firm along with the fees charged by the managers managing the funds in which we recommend. Such fees charged by the managers of the funds may include management and performance fees. This will result in greater expense than if you invested in such funds by yourself. You should take into account that the return on your investment will be reduced to the extent of both levels of fees. We consider fees and expected net of tax returns and fee returns before we make any recommendation to invest in alternative investments, including private funds.

### **Billing Practices**

Fees for our services may be paid to us directly upon receipt of an invoice or you may authorize your custodian to allow us to directly debit fees from a managed account or accounts. If you choose the latter method, your custodian will not confirm our fee calculation, but will pay the fee amount we report to the custodian and send it directly to us. You will receive periodic statements from your custodian which will show all disbursements from your account, including the amount of the fee which has been sent to us. You should review all statements for accuracy.

### **Termination of Agreements**

Client agreements may be canceled by either party upon 30 days written notice. In the event of termination, you will be provided a refund of any portion of any fee paid which we have not earned. For asset management clients, you will incur a pro rata charge for services rendered prior to the

termination of the advisory agreement, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client. Financial planning clients may also owe us the remainder of our fee for the preparation of your initial written investment policy or financial plan.

### **Mills Equity Fund**

With respect to the Mills Equity Fund II, LP, we charge both management and performance fees. The performance fee is collected if certain investment goals are met and consists of a specified carried interest percentage (10%) in the profits and cash distributions of the Fund after the investors in the partnership receive a specified return (108%) on their investment. We also receive a separate asset based management fee of up to 0.25% quarterly for our investment management services to the Fund. Investments in the Fund are only suitable for certain "qualified clients", meeting certain financial requirements.

### **LS MWA Loan 2**

Our firm is the General Partner of the LS MWA Loan 2, (the "Fund 2") a pooled investment vehicle we created to own a high interest securitized note. As the General Partner, Mills Wealth Advisors is the Class B Member in Fund 2. Class A Members will receive 13% Return on Revenue and Class B Member will receive 2.5% per annum: 50% to the Class A Members (to each in proportion to its Class A Sharing Ratio) and 50% to the Class B Member. Investments in the Fund are only suitable for certain "qualified clients", meeting certain financial requirements.

### **Additional Fees and Expenses**

As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, please refer to the *Brokerage Practices* section of this brochure.

### **Insurance Commissions**

Certain persons providing investment advice on behalf of our firm are licensed as independent insurance agents. These persons will earn commission-based compensation for placing fixed insurance products. Because insurance commissions are sometimes paid more in the first year than in later years, insurance can present a perceived conflict of interest since there is a short-term financial incentive to recommend insurance products based on short-term compensation rather than what may be in the client's best interest. However, our firm and its employees follow a code of ethics to do what we believe is in the client's best interests whether that involves insurance recommendations or investments, or both. This perceived conflict is further addressed by making you aware that you always have the option to purchase insurance through another firm or individual of your choosing and you are not obligated to purchase insurance through our associated persons, in their capacity as insurance agents, or at all.

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

We may charge performance-based fees to "qualified clients" having a net worth greater than \$2,100,000 (\$2,000,000 for performance based fee agreements entered into prior to August 15, 2016) or for whom we manage at least \$1,000,000 immediately after entering an agreement for our services. Performance-based fees are fees based on a share of capital gains or capital appreciation of a client's account.

We may recommend investments for clients and/or manage accounts for which we charge performance-based fees while at the same time managing accounts (perhaps with similar objectives) that are not charged performance-based fees ("side-by-side management"). Performance-based fees and side-by-side management create conflicts of interest, which we have identified and described in the following paragraphs.

Performance-based fees create an incentive for our firm to recommend and/or allocate investments that are riskier or more speculative than would be the case absent a performance fee arrangement. In order to address this potential conflict of interest, a senior officer of our firm periodically reviews investments to ensure that such investments are suitable for clients and consistent with the client's investment objectives and risk tolerance.

Performance-based fees may also create an incentive for our firm to overvalue investments which lack a market quotation. In order to address such conflict, we have adopted policies and procedures that require our firm to "fairly value" any investments, which do not have a readily ascertainable value.

Side-by-side management might provide an incentive for our firm to favor accounts for which we receive a performance-based fee. For example, we may have an incentive to recommend and/or allocate limited investment opportunities, to clients who are charged performance-based fees over clients who are charged asset based fees only. To address this conflict of interest, we have instituted policies and procedures that require our firm to recommend/allocate investment opportunities (if they are suitable) in an effort to avoid favoritism among our clients, regardless of whether the client is charged performance fees.

Our firm seeks at all times to act in the best interests of our clients so we take the following steps to address these conflicts:

We disclose to investors and prospective clients the existence of material conflicts of interest, including our potential to earn more compensation from some clients than others, in this brochure, and we educate our employees regarding our responsibilities to our clients, including the equitable treatment of all clients, regardless of the fee arrangement.

## **Item 7 Types of Clients**

We offer investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities. Our clients are primarily executives and business owners and their families that are either planning for retirement or already retired. Many clients begin their relationship with our firm when they are approaching a transition event like retirement, selling a large asset, changing jobs, starting a new business, exercising company stock, or managing the divorce process.

We also provide investment advisory services to the Mills Equity Fund II, LP, an investment partnership described above in the Section 4: Advisory Business. Investments in the Fund are only suitable for certain qualified clients and offered only by private placement memorandum and other offering documents. The investment partnership is closed to new investors.

In general, for asset management services, we require a minimum account size of \$500,000 and a net worth of \$1,000,000. At our discretion, we may waive these minimums. For example, we may waive the minimum if you appear to have significant potential for increasing your assets under our management. We may also combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts to meet the stated minimum. Pre-existing advisory clients are subject to the terms and conditions that were in effect per the client's most recent advisory agreement. Therefore, minimum account requirements and management fee rates may differ among clients.

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

At MWA, we believe risk and potential investment returns are related. As no investment is completely free from risk, one of our primary objectives is to help our clients select prudent investment strategies that are appropriate for the risk they are willing to accept, so that over time, they have the greatest chance of achieving their stated financial goals. We may use one or more of the following methods of analysis or investment strategies when providing investment advice to you.

### **MWA CORE<sup>+</sup> Portfolios**

Our **CORE<sup>+</sup>** portfolios are based on Nobel Prize-winning academic research and the Fama French 5 factor model. These portfolios are designed with globally diversified, low-cost, institutionally-priced mutual funds. These portfolios are built to be as efficient as possible to maximize returns for a given level of risk. To accomplish this objective, we tilt portfolios toward funds investing in value and small-cap stocks and we underweight large capitalization and growth oriented stocks. The mutual funds are chosen by our firm's investment committee. Our **CORE<sup>+</sup>** portfolios are strategic in design and are not actively traded; however we use periodic threshold-based rebalancing to bring portfolios back to target allocations and to capture deviations in prices across asset classes.

**CORE<sup>+</sup>** portfolios are designed with these CORE PRINCIPLES and BELIEFS:

- Markets are generally efficient. Because markets work, generally assets in public markets are fairly priced and reflect all known information.
- Most money managers that buy and sell securities (active management) will fall behind the indexes to which their strategies are compared. Markets are a zero sum game, meaning for every winner there must be a loser. Because markets are extremely competitive, it is difficult to outperform market based indexes especially after fees and taxes are considered. Much research has been conducted on this topic and study after study has shown that while there may be a manager that can beat the odds and outperform the indexes, it is very difficult, if not impossible to identify the manager in advance.
- By allocating investments across a wide variety of diverse asset classes and then having additional diversification within each asset class, market based portfolios are expected to minimize risk when compared to conventional investments.
- Priced risk factors determine expected return. Consistently overweighting value and small-cap stocks, which have historically had superior long-term returns, may increase portfolio returns. It should be noted that the long run can sometimes take up to 20 years.
- High quality fixed income investments are utilized in an effort to provide portfolio protection in down markets. We carefully consider both term and default risk.
- Because it is difficult to forecast market returns over the shorter term, it is better to invest with a

longer-term time horizon. **CORE<sup>+</sup>** Models have a 5 year minimum time horizon.

- Periodic portfolio rebalancing in order to maintain desired portfolio weights within a portfolio leads to trimming asset classes which have done well, and buying more of those asset classes which have fallen in price (selling high and buying low). In general, each **CORE<sup>+</sup>** account makes an allocation to both stocks and bonds, although accounts holding only stocks or only bonds may be possible in certain circumstances.

Since 2012, the stock allocations of **CORE<sup>+</sup>** portfolios have been invested predominantly in no-load stock mutual funds mostly managed by Dimensional Fund Advisors ("DFA"). DFA funds are available to individuals only through registered investment advisers such as our firm. DFA stock portfolios are similar to index funds in that expenses and turnover tend to be low; however DFA's passive asset class value tilted non-index methodology provides significant advantages over both index funds and ETFs. Our investment committee has determined that DFA's limited distribution combined with its flexible trading policy offer significant long-term performance benefits to our clients. DFA's strong alliance with academia has produced a consistent formula for success with a 3 decade long track record upon which to evaluate the execution of their beliefs.

Our **CORE<sup>+</sup>** Models embrace the tenets of Modern Portfolio Theory, the Efficient Market Hypothesis, and the Fama/French 5-Factor Model. The stock exposure in **CORE<sup>+</sup>** is generally divided between both U.S. and international stock markets (including emerging markets), with small-cap, mid-cap and large-cap funds, U.S. and international real estate investment trusts ("REITs"), as well as diversified commodities. Most **CORE<sup>+</sup>** portfolios include investments in mutual funds that hold short-term and intermediate-term bonds, outside investments in money markets, or insurance cash value which can be coordinated with investment policy to control risk in portfolios. Tax-deferred accounts also include inflation-protected bond funds. Tax-deferred portfolios hold securities that are less tax efficient than some of the securities that are chosen in taxable accounts.

In taxable accounts, we seek greater tax efficiency by using tax-managed stock funds and municipal bond funds. The funds in clients' **CORE<sup>+</sup>** portfolios are selected to achieve wide diversification and asset class purity.

Our firm does not receive compensation from any of the portfolio managers that we use in our portfolios.

While we extensively use mutual funds from DFA & ETF's from Charles Schwab, regular consideration is given to other investment approaches, products, and vendors. If, after sufficient due diligence, we identify a considerably better alternative for our clients, we incorporate it into the appropriate client accounts. As described above, such vehicles incur management and other fees and expenses related to their investment programs, as further described in the offering documents of the chosen investments. These fees and expenses will reduce the returns achieved by the portfolios.

**CORE<sup>+</sup>** models have fees and market impact cost that fall well below most other investment managers. Careful consideration is given to any and all fees that can detract from long term performance.

Long-Term Purchases - securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.



**Risk:** Using a long-term purchase strategy generally assumes the financial markets will go up in the long-term which may not be the case. There is also the risk that the segment of the market that you are invested in, or perhaps just your particular investment, will go down over time even if the overall financial markets advance. Purchasing investments long-term may create an opportunity cost - "locking-up" assets that may be better utilized in the short-term in other investments.

**Short-Term Purchases** - securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations.

**Risk:** Using a short-term purchase strategy generally assumes that we can predict how financial markets will perform in the short-term which may be very difficult and will incur a disproportionately higher amount of transaction costs compared to long-term trading. There are many factors that can affect financial market performance in the short-term (such as short-term interest rate changes, cyclical earnings announcements, etc.) but may have a smaller impact over longer periods of times.

**Margin Transactions** - a securities transaction in which an investor borrows money to purchase a security, in which case the security serves as collateral on the loan.

**Risk:** If the value of the shares drops sufficiently, the investor will be required to either deposit more cash into the account or sell a portion of the stock in order to maintain the margin requirements of the account. This is known as a "margin call." An investor's overall risk includes the amount of money invested plus the amount that was loaned to them.

**Option Writing** - a securities transaction that involves selling an option. An option is the right, but not the obligation, to buy or sell a particular security at a specified price before the expiration date of the option. When an investor sells an option, he or she must deliver to the buyer a specified number of shares if the buyer exercises the option. The buyer pays the seller a premium (the market price of the option at a particular time) in exchange for writing the option.

**Risk:** Options are complex investments and can be very risky, especially if the investor does not own the underlying stock. In certain situations, an investor's risk can be unlimited

### **Tax Considerations**

Our strategies and investments are generally tax efficient but may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is a secondary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you consult with a tax professional prior to and throughout the investing of your assets.

Moreover, as a result of revised IRS regulations, custodians and broker-dealers will begin reporting the cost basis of equities acquired in client accounts on or after January 1, 2011. Your custodian may default to the FIFO (First-In First-Out) accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, please provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Please note that decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

With Charles Schwab & Co., Inc. as our custodian, MWA has chosen to use their Tax Lot Optimizer tool for cost basis. Lots are sold with the objective of taking losses first (short term and then long term) and gains last (long term and then short term).

**Risk of Loss**

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

**Recommendation of Particular Types of Securities**

As disclosed under the Advisory Business section in this brochure, we primarily recommend no load mutual funds and exchange traded funds (ETFs). However, we may recommend other types of investments as appropriate for you since each client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with it.

**Mutual Funds and ETFs:** Mutual funds and exchange traded funds (ETFs) are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. Exchange traded funds differ from mutual funds since they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. The returns on mutual funds and ETFs can be reduced by the costs to manage the funds. Also, while some mutual funds are "no load" and charge no fee to buy into, or sell out of the fund, other types of mutual funds do charge such fees which can also reduce returns. Mutual funds can also be "closed end" or "open end". So-called "open end" mutual funds continue to allow in new investors indefinitely whereas "closed end" funds have a fixed number of shares to sell which can limit their availability to new investors.

**Item 9 Disciplinary Information**

Neither our firm nor any of our management persons has any reportable disciplinary information.

**Item 10 Other Financial Industry Activities and Affiliations**

We serve as the General Partner and investment manager to the Mills Equity Fund II, LP, a private pooled investment vehicle. The Fund is offered to certain sophisticated investors, who meet certain requirements under applicable state and/or federal securities laws. The Fund is currently closed to new investors.

Certain persons associated with our firm are licensed as independent insurance agents and may earn commission for selling insurance products to you. Please see Item 5 above for further information on this subject.

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

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

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for persons associated with our firm. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All persons associated with our firm are expected to adhere strictly to these guidelines. Our Code of Ethics also requires that certain persons associated with our firm submit reports of their personal account holdings and transactions to the CCO of our firm who will review these reports on a periodic basis. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

You may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure. In addition, our firm's advisors adhere to the CFP Board Standards Code of Ethics, which is located at <http://www.cfp.net/learn/ethics.asp>.

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

We serve as the General Partner to the Mills Equity Fund II, LP (the "Fund"), a private pooled investment vehicle which is closed to new investors. Persons associated with our firm may have significant investments in the Fund and therefore may have an incentive to recommend the Fund over other investments. If you are an investor in the Fund, please refer to the Fund's offering documents for detailed disclosures regarding the Fund.

### **Personal Trading Practices**

Our firm or persons associated with our firm may buy or sell the same securities that we recommend to you or securities in which you are already invested. A conflict of interest can exist in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our firm nor persons associated with our firm shall have priority over your account in the purchase or sale of securities.

## **Item 12 Brokerage Practices**

### **The Custodian and Brokers We Use**

Our firm does not maintain custody of your assets that we manage or advise on, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15 Custody, below). Your assets must be maintained in an account at a "qualified custodian," generally a broker/dealer or bank. We recommend that our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account as described below (see "*Your Brokerage and Custody Costs*").



## How We Select Brokers/Custodians

We seek to recommend a custodian/broker who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below (see "*Products and Services Available to Us From Schwab*")

## Your Brokerage and Custody Costs

For our clients' accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Schwab's commission rates applicable to our client accounts were negotiated based on the condition that our clients collectively maintain a total of at least \$10,000,000 of their assets in accounts at Schwab. This commitment benefits you because the overall commission rates you pay are lower than they would be otherwise. In addition to commissions, Schwab charges you a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account. We have determined that having Schwab execute most trades is consistent with our duty to seek "best execution" of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see "*How We Select Brokers/Custodians*").

## Products and Services Available to Us From Schwab

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab's business serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services generally are available on an unsolicited basis (we don't have to request them) and at no charge to us as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. If our clients collectively have less than \$10 million in assets at Schwab, Schwab may charge us quarterly service fees of \$1,200. Following is a more detailed description of Schwab's support services:

**Services That Benefit You.** Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

**Services That May Not Directly Benefit You.** Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

**Services That Generally Benefit Only Us.** Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

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

### **Our Interest in Schwab's Services**

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as our clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give us an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "*How We Select Brokers/Custodians*") and not Schwab's services that benefit only us.

### **Directed Brokerage**

In limited circumstances, and at our discretion, some clients may instruct our firm to use one or more particular brokers for the transactions in their accounts. If you choose to direct our firm to use a particular broker, you should understand that this might prevent our firm from aggregating trades with other client accounts. This practice may also prevent our firm from obtaining favorable net price and

execution. Thus, when directing brokerage business, you should consider whether the commission expenses, execution, clearance, and settlement capabilities that you will obtain through your broker are adequately favorable in comparison to those that we would otherwise obtain for you.

### **Brokerage for Client Referrals**

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

### **Block Trades**

For discretionary accounts, we may but are not obligated to combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). In the event order are aggregated, we will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion regarding factual and market conditions, when we combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

We may combine multiple orders for shares of the same securities purchased for discretionary accounts; however, we do not combine orders for non-discretionary accounts. Accordingly, accounts which are not block traded and non-discretionary accounts may pay different costs than discretionary accounts which are block traded pay. We may not be able to buy and sell the same quantities of securities for non-discretionary account and accounts that are not block-traded and such accounts may pay higher commissions, fees, and/or transaction costs than clients who's accounts are block-traded.

## **Item 13 Review of Accounts**

Our clients' accounts are reviewed on a quarterly basis by our investment committee composed of Michael Mills, President. Factors which may trigger more frequent reviews include change in client investment objectives or circumstances such as retirement or a large contribution or withdrawal to or from an account, significant developments or events specific to a particular security held in the account, or significant market, economic or political developments.

We will provide asset management clients with written reports on a quarterly basis. These reports include details of the date of purchase and cost basis for each security as well as market value and income yield and the current and historical account performance for the account, separated by asset classes and possibly grouped with other accounts related to you. You should also receive written statements directly from your custodian concerning your account(s) which generally contains information relating to all transactions and other account activity.

Our financial planning clients will also receive a written report complete with recommendations, projections of savings, and additional items related to specific goals and objectives discussed in the planning process. We will review and/or update the plan according to the terms of the client agreement on an as needed or as requested basis.

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

Please refer to the *Brokerage Practices* section above for disclosures on research and other benefits we may receive resulting from our relationship with Charles Schwab.

As disclosed under the *Fees and Compensation* section in this brochure, persons providing investment advice on behalf of our firm are licensed insurance agents. For information on the conflicts of interest this presents, and how we address these conflicts, please refer to the *Fees and Compensation* section.

We have entered into contractual arrangements with certain employees of our firm under which the individual receives compensation from our firm for the establishment of new client relationships. Employees who introduce clients to our firm must comply with the requirements of the jurisdictions where they operate. The compensation is a percentage of the advisory fee you pay our firm for as long as you are a client of our firm, or until such time as our agreement with the referring employee expires. You will not be charged additional fees based on this compensation arrangement. Incentive-based compensation is contingent upon you entering into an advisory agreement with our firm. Therefore, the individual has a financial incentive to recommend our firm to you for advisory services. This creates a conflict of interest; however, you are not obligated to retain our firm for advisory services. Comparable services and/or lower fees may be available through other firms.

## **Item 15 Custody**

Your independent custodian may directly debit your account(s) for the payment of our advisory fees. This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy. If you have a question regarding your account statement, or if you did not receive a statement from your custodian, please contact us directly at the telephone number on the cover page of this brochure.

We serve as General Partner to Mills Equity Fund II, LP ("Fund") and LS MWA Loan 2 ("Fund 2") pooled investment vehicles. In our capacity as General Partner and Manager of the Funds, we will have access to the Fund's securities and funds, and therefore have custody over such assets. The assets of the Fund are subject to an annual surprise examination by an independent CPA.

## **Item 16 Investment Discretion**

Before we can buy or sell securities on your behalf, you must first sign our discretionary management agreement and the appropriate trading authorization forms.

You may grant our firm discretion over the selection and amount of securities to be purchased or sold for your account(s), the broker-dealer to be used, and the commission rates to be paid, without obtaining your consent or approval prior to each transaction. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security. Please refer to the *Advisory Business* section in this brochure for more information on our discretionary management services.

If you enter into non-discretionary arrangements with our firm, we will obtain your approval prior to the execution of any transactions for your account(s). You have an unrestricted right to decline to implement any advice provided by our firm on a non-discretionary basis.

## **Item 17 Voting Client Securities**

### **Proxy Voting**

We will not vote proxies on behalf of your advisory accounts. If you own shares of applicable securities, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies.

### **Class Action Lawsuits**

In addition, we do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you, although we may provide you limited assistance upon request on an informal basis.

We will not forward you any class action materials we may receive inadvertently. Please ensure that you contact your custodian with instructions to forward class action materials directly to you or your representative.

## **Item 18 Financial Information**

Our firm does not have any financial condition or impairment that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and, we do not require the prepayment of more than \$1200 in fees six or more months in advance nor have we filed a bankruptcy petition at any time in the past ten years. Therefore, we are not required to include a financial statement with this brochure.

## **Item 19 Requirements for State-Registered Advisers**

Our firm is registered with the Securities and Exchange Commission; therefore, we are not required to respond to this section.

## **Item 20 Additional Information**

### **Your Privacy**

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any nonpublic personal information about you to any nonaffiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to nonpublic personal information about you to employees, who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your nonpublic personal information and to

ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact our main office at the telephone number on the cover page of this brochure if you have any questions regarding this policy.

### **Trade Errors**

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account.

For accounts maintained at Schwab, if a profit results from the correcting trade, the gain will remain in your account unless the same error involved other client account(s) that should have received the gain, you are not permitted to keep the gain, or you do not want the profit (e.g., due to tax reasons). If the profit does not remain in your account, Schwab will donate the amount of any profit \$100 and over to charity. If a loss occurs greater than \$100, we will pay for the loss. Schwab will keep the loss or profit (if you do not keep the profit) if it is under \$100 to minimize and offset its administrative time and expense. Generally, if related trade errors result in profit and losses in your account, they may be netted.