

**Part 2A of Form ADV  
Brochure for:**

**ANGELES WEALTH MANAGEMENT, LLC**

**429 Santa Monica Boulevard, Suite 650  
Santa Monica, CA 90401  
(310) 393-6300  
[www.angeleswealth.com](http://www.angeleswealth.com)**

**January 2, 2024**

**This brochure provides information about the qualifications and business practices of Angeles Wealth Management, LLC (“AWM”). If you have any questions about the contents of this brochure, please contact Edward Lowndes at (310) 857-5843 or [elowndes@angeleswealth.com](mailto:elowndes@angeleswealth.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.**

**Registration of an Investment Adviser does not imply any certain level of skill or training.**

**Additional information about Angeles Wealth Management, LLC also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for the advisor is 159952.**

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ITEM 2 – MATERIAL CHANGES

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This current brochure is dated January 2, 2024, and replaces the version dated August 14, 2023. Material changes from the version dated August 14, 2023, are as follows:

Item 4: Removal of the Chicago, Illinois office location.

This Item only includes (i) the specific material changes that were made to the brochure, (ii) a summary of such changes, and (iii) the date of AWM's last annual amendment. AWM will provide clients with a summary of any material changes to this and subsequent brochures within 120 days of the close of AWM's fiscal year end, December 31. As necessary, AWM will provide ongoing disclosure regarding material changes made to the brochure.

Further, AWM will provide Clients with a new brochure, as needed, based on changes or new information, at any time, without charge. Currently, AWM's brochure may be requested by calling (310) 857-5843 or by emailing [elowndes@angeleswealth.com](mailto:elowndes@angeleswealth.com).

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**ITEM 4 – ADVISORY BUSINESS**

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Angeles Wealth Management, LLC (“AWM” or the “Company”), a Delaware limited liability company, was formed in November 2011 by the principal owners Jonathan R. Foster and Angeles Investment Advisors, LLC (“AIA”), an SEC-registered investment advisor and the majority owner of AWM. AWM primarily operates out of Santa Monica, California, in an office that it shares with AIA. AWM also maintains offices in New York, New York and Houston, Texas. AWM and AIA are both 100% employee owned. For further information about AIA, please refer to AIA’s brochure available on the SEC’s website at [www.adviserinfo@sec.gov](http://www.adviserinfo@sec.gov).

***Discretionary Services***

AWM provides personalized discretionary portfolio and wealth management services generally to high-net-worth individuals, families, trusts, estates, foundations, endowments, charitable organizations, corporations, and other business entities (“Clients”). AWM consults with each Client to identify goals, risk tolerances, tax considerations, personal and family concerns, etc. From this review, the Company recommends an investment allocation and weighting to AWM’s investment strategies. AWM generally acts as a “manager of managers”, allocating to asset managers with specific investment expertise to an asset class or marketplace to which AWM wishes to achieve Client exposure. The Company also manages individual securities as well. Under certain circumstances, Clients may impose restrictions on investing in specific managers, securities or types of securities. The firm does not sponsor or participate in wrap fee programs.

***Philanthropy Services***

AWM provides limited philanthropy consulting services at no additional fee as part of the overall management relationship upon request. These philanthropy consulting services can include advice related to the creation of corporate social responsibility plans (CSR), conducting organizational assessments, strategic planning, financial restructuring, management and board development, prospect research and evaluation, proposal drafting, due diligence, and funder communications.

Clients requiring more comprehensive philanthropy services may be referred to Starfish Impact (Starfish). The services of Starfish and its relationship to AWM are detailed in Item 10-Other Financial Industry Activities and Affiliations.

***Relationship with AIA***

AWM has a relationship with AIA wherein AIA creates and maintains the model portfolios and pooled investment vehicles (see Fund of Funds below) utilized by AWM in allocating the majority of Client assets. AWM may make investments in securities not included in the AIA model portfolio for tax or other Client specific considerations. AWM may also utilize AIA for certain additional advisory services as detailed below under “Selected AIA Services”. AWM Clients’ primary contact will be with AWM personnel. AWM does not compensate AIA for its services. All services described below are expected to be delivered by AWM.

***Model Allocations***

The risk profiles and investing guidelines for AWM Clients generally fall into the following categories:

- Fixed Income-Invest primarily in fixed income and cash reserves with immaterial to no allocation to equities or alternatives.
- Ultra Conservative Balanced- Invests primarily in equity and fixed income instruments and cash reserves. Equity instrument positions generally between 10-30% of the portfolio

- Conservative Balanced- Invests primarily in equity and fixed income instruments and cash reserves. Equity instrument positions generally between 30-50% of the portfolio.
- Balanced- Invests primarily in equity and fixed income instruments and cash reserves. Equity instrument positions generally between 50-70% of the portfolio.
- Aggressive Balanced- Invests primarily in equity and fixed income instruments and cash reserves. Equity instrument positions generally between 70-90% of the portfolio.
- Equity- Invests primarily in equity instruments and cash reserves with immaterial to no fixed income allocation.

Additionally, AWM utilizes alternative investment vehicles (“Alternatives”) as part of the above asset mix. Alternatives include but are not limited to hedge funds, private equity, and venture capital vehicles, including the Funds managed by AIA. Investment in these vehicles is subject to Client qualification, and to the execution and acceptance of offering memorandums and other documentation provided by the offeror.

### ***Selected AIA services***

AWM utilizes certain services offered by AIA in addition to the Model Allocations discussed above. These services are available to AWM Clients, but some or all of these services may not be used.

- Portfolio Structure Analysis: Studies to determine the percentage policy allocation and the minimum and maximum ranges to sub-asset categories such as style, size, active, passive, quality, maturity, and market allocations are conducted.
- Investment Manager Research and Selection: Proprietary manager research is conducted on public and private category managers, funds and private placements are evaluated to determine success factors and suitability for Clients. This manager research is used to conduct manager searches and selection for Clients.
- Manager Fiduciary Oversight: AIA monitors investment managers for changes in organization, ownership, personnel, investment philosophy, investment process, historical performance, and policies and procedures on behalf of our Clients. Return information supplied by the Client or third-party data vendor is analyzed and interpreted.
- Performance Measurement and Evaluation: With return information supplied by the Client or third-party data vendor, AIA performs performance measurement services and provides appropriate reporting to Clients. As part of this service, AIA routinely monitors and evaluates the performance of the Client's money managers and the overall portfolio.

### ***Private Fund Investments***

AWM utilizes certain private funds managed by AIA (individually a “Fund”, and collectively the “Funds”) to fill the Alternatives portion of a Client’s portfolio when AWM deems such investment to be appropriate for the client.

- AIA acts as the investment adviser to the Funds. The Funds rely on the exclusion to the definition of “Investment Company” provided by Section 3(c)(1) and/or Section 3(c)(7) of the Investment Company Act of 1940. The Funds are managed in reliance on the Commodity Futures Trading Commission Regulation 4.7(b), which requires that investors be limited to “qualified eligible persons” (including non-US persons).

- While AIA has complete discretion and authority to manage and direct the investment capital for the Funds, it generally does not invest the Funds' capital directly. Instead, AIA identifies third-party managers ("Investment Managers") whose investment strategies and styles are suited to the investment objective, policies, and restrictions of the Funds. Angeles then allocates the majority of the capital of the Funds to the investment discretion of one or more Investment Managers and/or invests the Funds' capital in selected investment funds advised by the Investment Managers (Sub-Funds). This structure is commonly referred to as a Fund of Funds. Angeles will occasionally buy bonds or ETFs in the Funds to obtain market exposure not otherwise covered by the Investment Managers. Angeles will (where applicable) manage the domestic and offshore versions of the Funds identically, but there will be allocation differences due to the size and timing of the investments.

***Assets Under Management***

As of December 31, 2022, AWM managed \$1,138,418,240 of client assets on a discretionary basis, and \$47,366,281 on a non-discretionary basis as of that same date.

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**ITEM 5 – FEES AND COMPENSATION**

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Fees are charged on a tiered basis and generally range from 1% to .50%. There is generally a minimum fee of \$50,000. In certain circumstances fees may be negotiated. Negotiated fees may be higher or lower than those delineated above. Generally, fees are payable on a quarterly basis in advance, based upon fair market appraisals of the Client's investments, as of the beginning of the quarter. Clients will also receive a quarterly statement from their custodian. See item 12 for a more complete discussion of the custodian/broker relationship. A Client's custodian account will be automatically debited on a quarterly basis in accordance with the fee calculations described above unless other arrangements are made. The specific manner in which fees are calculated by AWM and paid by Client will be established in a client's written Investment Advisory Agreement (the "Advisory Agreement"). AWM urges you to review the fee calculation prepared by AWM and compare it to the fee schedule in your Advisory Agreement; your custodian will not review this calculation.

This agreement can be terminated by either party with 30 days written notice. Upon termination of an Advisory Agreement, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

AWM purchases for Clients certain NASDAQ securities where AWM does not have direct access to market makers. As a result, such orders are placed with other financial institutions thus causing a Client to pay an agency commission. This cost may be in addition to the mark-up or mark-down assessed by the market maker. AWM's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses, which may be incurred by the Client. Clients may incur certain charges imposed by custodians, brokers and other third parties such as fees charged by other managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Money market funds and exchange-traded funds also charge internal management fees, which are disclosed in a fund's prospectus.

AWM and its investment adviser representatives do not share or otherwise participate in any of the above fees, commissions, or charges. AWM charges an asset-based fee. AWM will share in an affiliate's performance fee for certain AIA Funds. Clients of AWM that invest in one of the Funds, will not pay the AIA management fee charged by that fund while under contract with AWM.

If a Client later terminates AWM's services but wishes to remain in or is prohibited from withdrawing from one of the Funds, the Client will become subject to such Fund's fee schedule detailed in the allocation agreement immediately upon termination of the AWM's Advisory Agreement and may result in increased fees paid by the Client. A Client investing in a Fund will also indirectly incur fund expenses (e.g., administrative fee, legal, audit, etc.) that they would otherwise not incur if that Client invested directly with the Sub-Funds.

Clients of AWM invested in certain AIA Funds will pay a performance fee on assets invested in the fund. These assets are excluded from AWM's management fee. AWM will share in the performance fee charged by AIA for these funds.

All fees paid to AWM for investment advisory services, both through managed accounts and the Funds, are in addition to the fees and expenses charged by the mutual funds, ETF's, commingled funds, hedge funds, unaffiliated investment advisers providing sub-advisory services, separately managed accounts, custodians, brokers, and Sub-Funds of the Funds. When recommending mutual funds, AWM will typically use no-load, or load-waived funds. Fees and expenses are described in the offering documents of each respective investment and will generally include a management fee, administrative, legal, audit, travel, research, and other expenses. Fees for sub- advisory services are disclosed in the relevant sub-advisory agreement and/or sub-advisory ADV provided to the client. Commingled funds, separately managed accounts and Sub-Funds of the Funds could also charge a performance-based fee. Custodian fees will vary by vendor, as will the related brokerage fees. Please see the item 12 titled Brokerage Practices for further information on brokerage fees.

A Client could invest directly in any of the above-mentioned products without the services of AWM. In that case, the Client would not receive the services provided by AWM which are designed, among other things, to assist the Client in determining which investment is most appropriate to each Client's financial condition and objectives. Accordingly, the Client should understand the total fees paid to AWM and the underlying managers and evaluate the advisory service being provided.

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#### ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

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Because the General Partner is entitled to the Carried Interest with respect to profitable investments, the Investment Manager has an incentive to make riskier or more speculative investments in order to generate greater profits than they would if they were receiving only asset- based compensation. This risk is magnified given the Fund's Carried Interest terms since each investment is tracked separately without losses from other investments offsetting gains from profitable ones. In addition, tax considerations relevant to the Carried Interest may influence the Fund's holding period with respect to an Investment.

In addition, Angeles Wealth Management, LLC ("AWM"), is an entity that is majority-owned by the Investment Manager and focuses on high-net worth individuals. AWM participates in a portion of the Carried Interest that is attributable to AWM's clients that invest in the Fund and thus is subject to incentives to encourage its clients to invest in the Fund. In addition to the foregoing, individual wealth advisers of AWM will receive a portion of the Carried Interest that is calculated based on the total amount their individual clients invest in the Fund. This creates a conflict of interest as the wealth advisers have an incentive to recommend that their clients' assets are invested in the Fund. Nevertheless, AWM as a firm, as well as each individual wealth adviser, are required to only recommend that a client invest its assets in the Fund when AWM and the individual wealth adviser believe the investment is in the client's best interest.

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**ITEM 7 – TYPES OF CLIENTS**

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AWM generally provides discretionary portfolio management services to high-net-worth individuals, families, trusts, estates, foundations, endowments, charitable organizations, corporations, and other business entities described in Item 4 above.

AWM's minimum account size is \$5,000,000, but AWM reserves the right to accept lesser amounts depending upon the circumstances.

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**ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES, & RISK OF LOSS**

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***Methods of Analysis and Sources of Information***

When selecting or monitoring investments without the services provided by AIA, AWM gathers information on investments from various sources including, but not limited to, financial newspapers, magazines, research materials prepared by others, corporate rating services, annual reports, prospectuses, company press releases, and various web services. Information is analyzed based on fundamental, technical or cyclical criteria and periodic evaluations are made regarding what AWM believes will be the most efficient and effective strategy to accomplish a particular Client's goal. AWM will generally follow a long or short term buy strategy but may employ an occasional tactical short-term trade, short sell, or margin trade.

When utilizing the investment services of AIA, certain of its methods of analysis and sources of information that apply to Clients of AWM are as follows.

***Methods of Analysis and Sources of Information***

- AIA conducts proprietary fund/manager research to evaluate and find suitable investment management organizations to recommend to Clients, to manage Client assets on a discretionary basis, or to include as a Sub-Fund in the Funds. As part of its proprietary fund/manager research, AIA utilizes databases, industry contacts, and other industry resources to find individual firms and their products available in the marketplace. AIA then conducts independent research by communicating in person or via conference call with the investment firm's management and portfolio managers, evaluating their investment ability and monitoring these firms over time.

***Types of Investments, Generally***

- AIA utilizes no-load mutual funds, load-waived mutual funds, separately managed accounts, ETFs, government securities, exchange-listed closed-end funds, limited partnerships, offshore corporations, and/or private placements, including hedge funds. Investing in any of the above securities involves risk of loss, including the loss of principal, which Clients should be prepared to bear. Additionally, frequent trading of securities can affect investment performance, particularly through increased brokerage, transaction costs, and taxes. There are additional risks associated with private placements, and those risks are discussed below.
- Most AIA Clients limit their exposure to private placements to less than 30% of their overall portfolio. These securities, however, can carry greater risk than an exchange-traded security for a number of reasons. Private placements are less liquid than exchange-traded securities, with withdrawals generally prohibited for one year from



the date of purchase, sometimes longer. Investment Managers can also invest in a wider range of securities, including synthetic positions known as derivatives. They can also employ margin to increase leverage, which in turn increases the risk of loss. AIA Clients investing in these private securities will receive an offering memorandum that details the full range of risks present. Clients will be asked to sign a separate application to invest in these securities and attest to their having read and understood the offering memorandum.

- The Funds are examples of private placements. The Sub-Funds AIA selects employ a wide range of investment strategies including, but not limited to, investing in bank debt, convertible arbitrage, capital structure arbitrage, high yield debt, structured credit, merger arbitrage, special situations, distressed debt, and global long/short equity, co-investments. The expected volatility of these sectors ranges from low to very high. The Sub-Funds may also utilize short-selling and leverage as discussed above. Clients investing in the Funds will be asked to sign a separate application and attest to their having read and understood the offering memorandum. The Funds offering memorandum is available upon request to accredited investors.

For tax-paying Clients of AWM, many of the above strategies are short-term in nature and may result in the recognition of short-term capital gains or losses. Additionally, certain tax-exempt Clients in certain private investments may be subject to Unrelated Business Taxable Income.

### ***Risk of Loss***

These methods, strategies, and investments described above involve risk of loss to the Clients, which could be substantial.

The Company's principal strategies are subject to several risks, any of which could cause an investor to lose money. The principal risks of investing are as follows:

- Equity Market Risk is the risk stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. When the stock market is subject to significant volatility, the risks associated with investing may increase.
- Foreign Securities and Emerging Markets Risk is the risk associated with investments in foreign countries and emerging markets. The following factors make foreign securities more volatile: political, economic, and social instability; foreign securities may be less liquid, brokerage commissions and other fees may be higher for foreign securities, and foreign companies may not be subject to the same disclosure and reporting standards as U.S. companies.
- Currency Risk is the risk that the value of foreign securities may be affected by changes in currency exchange rates. Additionally, positions may be held in foreign currencies, which are affected by changes in exchange rates to the investor's home currency.
- Interest Rate Risk is the chance that the value of debt securities overall will decline because of rising interest rates.
- Income Risk is the chance that income will decline because of falling interest rates.
- Credit Risk is the chance that a debt issuer will fail to pay interest and principal on time, or that negative perceptions of the issuer's ability to make such payments will cause the price of that debt to decline.
- Counterparty Risk is the risk that the other party to an agreement will default.

- Derivatives Risk is the risk that the greater complexity involved with the use of derivatives may expose the Client to greater risks and result in poorer overall performance.
- Short Sale Risk is the risk that a Client will incur a theoretically unlimited loss if the price of a security sold short increases between the time of the short sale and the time the account replaces the borrowed security.
- Smaller and Mid-Sized Companies Risk is the risk that the securities of such issuers may be comparatively more volatile in price than those of companies with larger capitalizations, and may lack the depth of management, diversity in products, and established markets for their products and/or services that may be associated with investments in larger issuers. Cybersecurity risk is the risk that AWM and the companies in which it recommends investment may be subject to operational and information security risks, including those resulting from cyber-attacks.

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#### ITEM 9 – DISCIPLINARY INFORMATION

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AWM has no disciplinary history to report for the firm, its owners, or its employees.

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#### ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

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AWM has arrangements with other unaffiliated investment advisers to provide sub-advisory services for its clients. Clients acknowledge AWM's discretion to appoint a sub-adviser and that the compensation owed to the sub-adviser is in addition to the advisory fee paid to AWM.

Michael Rosen, a Managing Member of AIA, is the sole owner and employee of MarketForce, LLC, a separate investment adviser with the appropriate state regulatory authority. Mr. Rosen works full time at AIA and generally manages MarketForce before and after normal business hours. Mr. Rosen receives management fees earned by MarketForce. MarketForce provides investment advisory services to individuals, primarily friends and family of Mr. Rosen. The standard MarketForce fee schedule is expected to be generally higher than AWM's standard fee schedule given the smaller, more retail nature of the Client accounts. Mr. Rosen recommends friends, family, and other prospects that fail to meet the account profile of AWM, become investment advisory Clients of MarketForce. You may view the MarketForce ADV at the SEC's website: [www.Advisorinfo.sec.gov](http://www.Advisorinfo.sec.gov) The CRD number is 111233.

MarketForce Clients, including Michael Rosen, may trade in some of the same securities as AWM Clients and may receive pricing and execution on those trades that are better or worse than the pricing and execution AWM Clients will receive. In addition, there is a potential conflict in that Mr. Rosen might refer Clients to MarketForce instead of AWM because of the higher fees available.

This potential conflict is mitigated in a number of ways. First, AWM Clients are anticipated to be large, high net worth individuals with a minimum account size of \$5 million, whereas MarketForce Clients generally have a smaller average account size.

MarketForce does not have the infrastructure to successfully attract or retain a sophisticated high net

worth Client base. Mr. Rosen does not represent MarketForce at all publicly, nor does he generate any marketing material for this firm. Business is entirely generated by referrals. Finally, AWM periodically will review MarketForce trading and Clients added/lost to determine overlap and will resolve any questions directly with Mr. Rosen.

AWM is also affiliated with AIA, as more fully explained in Item 4 above.

AWM has entered into an agreement to serve as a Trust Representative Office of National Advisors Holdings, Inc., the sole shareholder of National Advisors Trust Company, a federally chartered trust company that provides trust administration services. As part of the agreement, AWM pays a membership fee to National Advisors Holdings for National Advisors Trust Company to provide trust administration services to AWM clients. AWM does not have custody over assets under this arrangement. This creates a potential conflict as AWM may be inclined to recommend National Advisors Trust Company over another trust administrator. This potential conflict of interest is mitigated because AWM does not receive compensation for these referrals.

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ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT  
TRANSACTIONS AND PERSONAL TRADING

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AWM has adopted a Code of Ethics (“Code”) that describes the standards of business conduct that it requires of employees and accounts owned predominantly by persons associated with AWM, and establishes procedures intended to prevent AWM, and its personnel and certain of their relatives, from inappropriately benefiting from AWM’s relationships with its Clients.

The Code provides that (i) AWM’s Clients’ interests come before AWM’s or employees’ interests; (ii) AWM must disclose to Clients all material facts about conflicts of which it is aware between AWM’s and its employees’ interests on the one hand and Clients’ interests on the other; (iii) employees must operate on AWM’s and their own behalf consistently with AWM’s disclosures to and arrangements with Clients regarding conflicts and its efforts to manage the impacts of those conflicts; (iv) AWM and its employees must not take inappropriate advantage of AWM’s Clients or their positions of trust with or responsibility to Clients; and (v) AWM and its employees must comply with all applicable securities laws.

In order to avoid potential conflicts of interest that could be created by personal trading among AWM access persons, each access person must provide quarterly reports of their personal transactions within 30 days of the end of each calendar quarter, which may consist of monthly brokerage statements for all accounts in which they have a beneficial interest, to the CCO. Alternately, each access person may direct their brokers to send copies of all brokerage confirmations relating to all personal securities transactions in which they have a beneficial ownership interest. Each access person must also submit to AWM’s CCO statements of their personal holdings in reportable securities as well as information about any brokerage accounts in which securities may be held within 10 days after becoming subject to the Code of Ethics and on an annual basis thereafter.

The Code may prohibit employees from trading in any securities held by Client accounts without first obtaining pre-approval as further described below and requires employees to report personal

securities holdings quarterly. In addition, AWM monitors all employees’ securities transactions: employees must arrange for duplicate copies of their brokerage statements and trade confirmations to be sent to the Chief Compliance Officer.

The Code includes procedures for and restrictions on employee trading intended to prevent employees from benefiting from, or appearing to benefit from, any price movement that may be

caused by Client transactions or AWM's recommendations regarding securities. These procedures may include requirements that employees make a written request for and receive pre-clearance from AWM's Chief Compliance Officer (or designee) before they buy or sell any security managed on a discretionary basis by AWM (other than certain government securities, shares of mutual funds, and certain other types of securities that AWM does not believe create a potential for conflicts of interest). Pre-cleared transactions must be completed within a specified time frame.

The Code also contains restrictions on and procedures to prevent inappropriate trading while AWM or affiliate possesses material nonpublic information.

The Chief Investment Officer of AIA manages a concentrated equity portfolio on behalf of certain clients. He invests his own assets alongside these clients and will attempt to execute a block trade with these clients when practical. He may also trade outside of these blocks because of legacy holding weights in his personal accounts that do not correspond with client weightings. Therefore, it is possible that the Chief Investment Officer will trade in advance of or after a client block trade and may obtain better pricing than the clients for that trade.

A copy of AWM's Code is available upon request. Such a request may be sent to the address on the cover page of this brochure.

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#### ITEM 12 – BROKERAGE PRACTICES

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AWM will recommend one or several FINRA-registered SIPC-member broker-dealers, commercial banks or trust companies ("BD" or "BDs") to Clients to act as custodian. AWM intends to participate in the institutional services programs offered to independent investment advisers by these BD's. As part of these BD programs, AWM receives benefits that it would not receive if it did not offer investment advice. These benefits are more fully described below under "Other Benefits".

Not all advisers require their clients to use a certain BD. AWM may recommend Charles Schwab & Company, Inc. a FINRA-registered broker-dealer, member SIPC, ("Schwab" or "Recommended BD") to Clients for custody and brokerage services. Clients may direct AWM to use their approved broker-dealer. In doing so, Client transaction costs may be more or less than would have been obtained through the Recommended BD's. In addition, Client orders that are not placed through the Recommended BD will generally be placed after the rest of AWM Client's and as a result, may obtain less favorable price execution. AWM participates in the Schwab Advisor Services program ("Schwab Services") offered to independent investment advisers. As part of the Programs, AWM receives benefits that it would not receive if it did not offer investment advice. These benefits are more fully described below under "Other Benefits".

In evaluating whether to recommend that Clients custody their assets at the Recommended BD, AWM may take into account the availability of some of those other benefits as part of the total

mix of factors it considers and not solely the nature, cost or quality of custody and brokerage services provided by the Recommended BD, which can create a conflict of interest. However, AWM believes this conflict is mitigated by the following facts. The Client must decide to use the Recommended BD and sign a separate account opening document with full disclosure of fees and expenses. In recommending the Recommended BDs, AWM considers the following factors: the products offered, the level of service, commission rates, and the ability to meet Client needs. In assessing the reasonableness of their commissions, AWM compares various brokerage firm rates and will advise Clients if AWM believes the Recommended BD are no longer a reasonable choice.

Finally, AWM remains flexible in the use of other brokerage firms upon Client request or where otherwise appropriate.

In assessing the reasonableness of their commissions, AWM compares various brokerage firm rates and will advise Clients if AWM believes the Recommended BD are no longer a reasonable choice. Finally, AWM remains flexible in the use of other brokerage firms upon Client request or where otherwise appropriate.

AWM urges you to compare the balances reported by the third-party custodians to those reported by AWM.

#### **Other Benefits**

As discussed above, AWM may recommend that Clients establish brokerage accounts with the Recommended BD to maintain custody of Clients' assets and to effect trades for their accounts. Although AWM may recommend that Clients establish accounts at the Recommended BD, it is the Client's decision to custody assets with Schwab. AWM is independently-owned and operated and not affiliated with the Recommended BDs.

For Clients' accounts it maintains, the Recommended BD generally do not charge separately for custody services but are compensated by charging commissions or other fees on trades that they execute or that settle into a Client's Recommended BD account. Schwab's commission rates applicable to AWM Client accounts were negotiated based on AWM's parent company, AIA's relationship with the Recommended BD. This relationship benefits you because the overall commission rates and other fees you pay are lower than they would be if AIA did not have this relationship.

#### **Products and Services Available to Us from Schwab**

Schwab Advisor Services (formerly called Schwab Institutional) is Schwab's business unit serving independent investment advisory firms like AWM. They provide AWM and our Clients with access to their 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 AWM manage or administer our Clients' accounts while others help AWM manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to AWM.

Here 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 AWM other products and services that benefit AWM but may not directly benefit you or your account. These products and services assist AWM 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 some 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; and
- assist with back-office functions, recordkeeping, and Client reporting.

Services that Generally Benefit Only AWM. Schwab also offers other services intended to help AWM manage and further develop our business enterprise. These services include:

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

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to AWM. Schwab may also provide AWM 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 AWM because we do not have to produce or purchase them. We do not have to pay for Schwab's services and these services are not contingent upon AWM committing any specific amount of business to Schwab in trading commissions or assets in custody.

#### **Other Brokerage Practices**

Clients may incur transaction costs in addition to any commission charges by the broker-dealer when fixed income securities or securities traded over the counter are effected on their behalf through the custodial broker-dealer on an agency basis.

AWM seeks to correct all trade errors directly through the Client's custodian account where applicable. If there is a loss, AWM will review the facts and circumstances surrounding the trade and, based upon that review, will determine the source(s) of the error and the most appropriate resolution. Conversely, if there is a gain due to a trade error, the custodian may net out any gain before losses are calculated. Therefore, AWM may receive a benefit from this arrangement if AWM reimburses a Client for a net loss incurred.

AWM considers rebalancing accounts when a defined portfolio varies by certain amounts from its target weights. Rebalancing may not take place for all accounts at the same time based on tax considerations, and it is possible that two Clients could buy or sell the same security during the same rebalance and receive different prices for that security based on the timing of trades executed.

AWM's policy is to aggregate all eligible Client accounts, if possible, when trading securities that may have price movement throughout the day, such as ETF's, then allocate an average price to those Clients. In addition, when trading the same ETF or other exchange-traded security, AIA

clients will be included in block trades with AWM clients. In this way, no Client receives a price advantage at the expense of another Client. Clients may have different commission schedules with their custodians, and this schedule may not be impacted by AWM's aggregation of trades.

Mutual funds have one price per trading day, so aggregation is not necessary when multiple Clients trade the same mutual fund at the same time.

AWM may direct execution of agency transactions in over-the-counter debt securities to certain market-makers. In these situations, the Client may pay an agency commission in addition to the mark-up or mark-down assessed by the market maker. AWM aggregates or bunches Clients' trade orders from time to time and its method for allocating bunched trades and partially-filled bunched orders is as follows: for trades which are fully executed, each Client receives the number of shares originally intended for his account; for trades which are only partially executed, a random allocation sequence is adopted by AWM. For aggregated orders that are executed in more than one transaction, a Client's portion of such order may be deemed to have been at the weighted average of the prices at which all of such transactions were executed.

From time to time, AWM may "cross" fixed income securities between Client accounts. AWM generally utilizes cross trades for fixed income securities when it specifically deems the practice to be advantageous for each participant. These transactions are affected if AWM independently determines that the cross transaction is in accordance with the investment objectives of all Clients involved. Generally, due to lower transaction costs and a narrowing of the dealer spread, both the buyer and the seller of the fixed income security involved in the cross transaction may receive a better execution. By written notice, a Client may elect not to be involved in cross transactions.

AWM acting as an advisor and fiduciary to both buyer and seller may effect cross trades only if it is consistent with AWM's policies and procedures. Pursuant to current regulations, ERISA accounts will not be provided the opportunity to effect cross trades with any other AWM advisory Client.

On occasion, employees of AWM may buy or sell securities or other instruments for their own accounts that AWM has recommended to Clients and may engage in transactions for their own accounts in a manner that is inconsistent with AWM's recommendations to a Client. Personal securities transactions by employees may raise potential conflicts of interest when such persons trade in a security that is owned by, or considered for purchase or sale for, a Client. AWM has adopted policies and procedures designed to detect and prevent such conflicts of interest and when they do arise, to ensure that it effects transactions for Clients in a manner that is consistent with its fiduciary duty to its Clients and in accordance with applicable law. To this end, for recommended securities priced throughout a given day, AWM has implemented a pre-clearing system whereby employees must obtain permission to trade. In this way, AWM can control the

potential conflict of interest that would exist if an employee received a better price in a security traded on the same day as a client. Employees are required to report personal securities transactions to AWM's Chief Compliance Officer on no less than a quarterly basis.

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#### ITEM 13 – REVIEW OF ACCOUNTS

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Client accounts will be formally reviewed at least quarterly if the client schedules a meeting for that quarter. If the client does not schedule a meeting, the review will happen as needed. The

review will provide a written report discussing general market conditions, performance, and any other relevant Client-specific information. More frequent monitoring may be triggered by a material change in variables such as the Client's individual circumstances, or the market, political, or economic environment.

Each AWM Client advisor is assigned specified Client accounts for which he/she has review responsibility. AWM has the following general guidelines in connection with reviews: (i) provide objective advice and avoid personal bias; (ii) adopt the point of view of the fiduciary or co-trustees of the Client; (iii) when advising a Client, keep the Client's objective foremost in mind; and (iv) use common sense.

### ***Private Fund Investments***

AIA, the parent of AWM, monitors the performance of the Sub-Funds in which the Funds invest. AIA periodically contacts the Investment Managers of the Sub-Funds regarding their performance and for analysis of significant events as they relate to their investment strategies and influence their investment decisions. AIA may also visit the offices of the Investment Managers to review their activities, travel conditions permitting. If a Sub-Fund's relative performance is poor or if significant changes occur in an Investment Manager's approach or investments, the capital allocation of a Fund to such Sub-Fund may be reduced or withdrawn (if applicable).

In addition to the quarterly statements and confirmations of transactions that Clients receive from their custodian, AIA (via AWM) will provide to AWM Clients invested in the Funds, a written analysis of performance versus appropriate benchmarks. AIA or its designated agent will provide each investor in the Funds with periodic reports in accordance with the terms of the Offering Memorandum. Such reports generally include a monthly or quarterly report summarizing the Funds' performance, a monthly or quarterly investor specific account statement, and audited financial statements within 180 days of the Funds' fiscal year-end.

AWM urges you to compare the balances reported by the third-party custodians or fund administrators, both for the Funds and for individual investors, to those reported by AWM.

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## ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

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WM pays referral fees to independent persons or firms ("Promoters") that solicit, refer, or introduce clients to us. Whenever we pay a referral fee or otherwise compensate promotion by a Promoter, such promotion is done in compliance with regulations as set out in 17 CFR §275.206(4)-1, the Marketing Rule under the Investment Advisers Act of 1940. In addition, all applicable federal and state laws will also be observed.

Because the promoter will be paid a referral fee, a conflict exists because the promoter could refer business to AWM to receive this fee. However, AWM mitigates this conflict by ensuring that all Clients procured by unaffiliated promoters will be given full written disclosures describing the

terms and fee arrangements between AWM and the promoter. Fees charged by AWM to Clients who were introduced by a promoter will not, be any higher than those charged to similar Clients who were not introduced by a promoter.

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## ITEM 15 – CUSTODY

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AIA directs the trading and vendor payments of the Funds and, therefore, has constructive custody of the Funds' assets. Where applicable, the Funds' assets are held at qualified third-party custodians. Independent third-party custodians or fund administrators send monthly or quarterly



capital statements to the Funds' investors. AWM also sends monthly account statements to Funds' investors. AWM urges clients to compare these statements to those sent by the third-party custodian. In addition, the assets of the Funds are audited by Ernst & Young, LLP, and the audited financial statements are sent to all investors in the Funds within 180 days of fiscal year- end.

Pursuant to our Advisory Agreement with you, we may have the authority to debit fees directly from your brokerage account. Account statements are produced and sent to you by the account custodian on a monthly or quarterly basis. We urge you to carefully review and compare custodial account statements with our quarterly performance reports. Each statement will include the amount we charged and how much was deducted. Our statements may vary from the broker-dealer's custodial statements based on their accounting procedures, reporting dates, or valuation methodologies of certain securities.

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#### ITEM 16 – INVESTMENT DISCRETION

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AWM receives discretionary authority unless otherwise stated in the client's advisory agreement. Discretionary authority is generally in the form of a limited power of attorney, from the Client at the outset of an advisory relationship to select the identity and number of securities to be bought or sold. In certain cases, clients place restrictions on certain assets, which AWM classifies as non-discretionary assets for the client. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular Client account. AWM uses its best judgment, together with any investment objectives, guidelines, policies and limitations as the Client may from time to time furnish to AWM pursuant to Client's Advisory Agreement.

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#### ITEM 17 – VOTING CLIENT SECURITIES

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As detailed in our standard Advisory Agreement, AWM does not vote proxies on behalf of Clients.

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#### ITEM 18 – FINANCIAL INFORMATION

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AWM does not require or solicit Clients to prepay fees more than six months in advance. AWM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to Clients. AWM has not been the subject of a bankruptcy petition.