

**FORM ADV PART 2A
DISCLOSURE BROCHURE**

**Matheson & Rock Wealth
Management, LLC**

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This brochure provides information about the qualifications and business practices of Matheson & Rock Wealth Management, LLC. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at: 800-682-3937. 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 Matheson & Rock Wealth Management, LLC (CRD #289603) is available on the SEC's website at www.adviserinfo.sec.gov

JANUARY 9, 2024

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

This update is in accordance with the required annual update for Investment Advisors. Since the last filing on January 24, 2023, the following changes occurred:

- Item 4 has been updated to reflect a revised asset under management calculation.
 - An outside business activity has been added for Michael Matheson and John Rock.
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Full Brochure Available

This Firm Brochure being delivered is the complete brochure for the Firm.

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Item 4: Advisory Business

Firm Description

Matheson & Rock Wealth Management, LLC fka Beyer & Rock Advisory Group, LLC ("Matheson & Rock") was founded in 2017. Matheson & Rock Wealth Management, LLC is owned by Michael Matheson – 47%, John Rock – 47%, Judy DelVecchio – 5%, and Dean Rock – 1%. Judy DelVecchio is the Chief Compliance Officer.

Matheson & Rock is a fee-based investment management firm.

Investment advice is provided, with the Client making the final decision on investment selection. Matheson & Rock does not act as a custodian of Client assets.

An evaluation of each Client's initial situation is provided to the Client, often in the form of a net worth statement, risk analysis or similar document. Periodic reviews are also communicated to provide reminders of the specific courses of action that need to be taken. More frequent reviews occur but are not necessarily communicated to the Client unless immediate changes are recommended.

Other professionals (e.g., lawyers, accountants, tax preparers, insurance agents, etc.) are engaged directly by the Client on an as-needed basis and may charge fees of their own. Conflicts of interest will be disclosed to the Client in the event they should occur.

Types of Advisory Services

ASSET MANAGEMENT

Matheson & Rock offers asset management services to advisory Clients. Matheson & Rock will offer Clients ongoing portfolio management services through determining individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, asset allocation, portfolio monitoring and the overall investment program will be based on the above factors.

Discretionary

When the Client provides Matheson & Rock discretionary authority the Client will sign a limited trading authorization or equivalent. Matheson & Rock will have the authority to execute transactions in the account without seeking Client approval on each transaction.

Non-Discretionary

When the Client elects to use Matheson & Rock on a non-discretionary basis, Matheson & Rock will determine the securities to be bought or sold and the amount of the securities to be bought or sold. However, Matheson & Rock will obtain prior Client approval on each and every transaction before executing any transaction.

VARIABLE ANNUITY

Matheson & Rock offers non-discretionary direct asset management services to advisory clients on their variable annuities. Matheson & Rock will work with individuals to assemble an appropriate portfolio of investment options as provided through the insurance company that services variable annuity investment. The accounts will be monitored on an annual basis.

ERISA PLAN SERVICES

Matheson & Rock provides service to qualified retirement plans including 401(k) plans, 403(b) plans, pension and profit-sharing plans, cash balance plans, and deferred compensation plans. Matheson & Rock may act as a 3(21) advisor:

Limited Scope ERISA 3(21) Fiduciary. Matheson & Rock may serve as a limited scope ERISA 3(21) fiduciary that can advise, help and assist plan sponsors with their investment decisions. As an investment advisor Matheson & Rock has a fiduciary duty to act in the best interest of the Client. The plan sponsor is still ultimately responsible for the decisions made in their plan, though using Matheson & Rock can help the plan sponsor delegate liability by following a diligent process.

1. Fiduciary Services are:

- Provide investment advice to the Client about asset classes and investment alternatives available for the Plan in accordance with the Plan's investment policies and objectives. Client will make the final decision regarding the initial selection, retention, removal and addition of investment options. Matheson & Rock acknowledges that it is a fiduciary as defined in ERISA section 3 (21) (A) (ii).
- Assist the Client in the development of an investment policy statement ("IPS"). The IPS establishes the investment policies and objectives for the Plan. Client shall have the ultimate responsibility and authority to establish such policies and objectives and to adopt and amend the IPS.
- Provide investment advice to the Plan Sponsor with respect to the selection of a qualified default investment alternative for participants who are automatically enrolled in the Plan or who have otherwise failed to make investment elections. The Client retains the sole responsibility to provide all notices to the Plan participants required under ERISA Section 404(c) (5) and 404(a)-5.
- Assist in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformance to the guidelines set forth in the IPS and make recommendations to maintain, remove or replace investment options.
- Meet with Client on a periodic basis to discuss the reports and the investment recommendations.

2. Non-fiduciary Services are:

- Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. Client understands Matheson & Rock's assistance in education of the Plan participants shall be consistent with and within the scope of the Department of Labor's definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, Matheson & Rock is not providing fiduciary advice as defined by ERISA 3(21)(A)(ii) to the Plan participants. Matheson & Rock will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the Plan.

- Assist in the group enrollment meetings designed to increase retirement plan participation among the employees and investment and financial understanding by the employees.

Matheson & Rock may provide these services or, alternatively, may arrange for the Plan's other providers to offer these services, as agreed upon between Matheson & Rock and Client.

3. Matheson & Rock has no responsibility to provide services related to the following types of assets ("Excluded Assets"):

- Employer securities;
- Real estate (except for real estate funds or publicly traded REITs);
- Stock brokerage accounts or mutual fund windows;
- Participant loans;
- Non-publicly traded partnership interests;
- Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
- Other hard-to-value or illiquid securities or property.

Excluded Assets will **not** be included in calculation of Fees paid to Matheson & Rock on the ERISA Agreement. Specific services will be outlined in detail to each plan in the 408(b)2 disclosure.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each Client are documented in our Client files. Investment strategies are created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without written Client consent.

Wrap Fee Programs

Matheson & Rock does not sponsor any wrap fee programs.

Client Assets under Management

Matheson & Rock has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$286,000,0000	\$100,000,000	12/31/2023

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule

ASSET MANAGEMENT

Matheson & Rock offers discretionary and non-discretionary direct asset management services to advisory Clients. Matheson & Rock charges an annual investment advisory fee based on the total assets under management as follows:

Assets Under Management	Annual Fee	Quarterly Fee
\$0 to \$499,999	1.00%	.2500%
\$500,000 to \$749,999	0.75%	.1875%
\$750,000 to \$1,999,999	0.50%	.1250%
\$2,000,000 to \$4,999,999	0.40%	.1000%
\$5,000,000 to \$7,499,999	0.35%	.0875%
\$7,500,000 to \$9,999,999	0.30%	.0750%
Over \$10,000,000	0.25%	.0625%

This is a tiered or breakpoint fee schedule, the entire portfolio is charged the same asset management fee. For example, a Client with \$750,000 under management would pay \$3,750 on an annual basis. $\$750,000 \times .50\% = \$3,750$.

The annual fee may be negotiable based on a number of factors, which include but are not limited to “grandfathered” accounts, related accounts, and other structures that we may consider in special situations. Accounts within the same household may be combined for a reduced fee. Fees are billed quarterly in advance based on the amount of assets managed as of the close of business on the last business day of each quarter. If margin is utilized, the fees will be billed based on the net asset value of the account. Lower fees for comparable services may be available from other sources. Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement with no obligation and without penalty. Clients may terminate advisory services with thirty (30) days written notice. For accounts opened mid-billing period, the fees will be billed in the subsequent quarter. For accounts closed mid-billing period, unearned fees will be refunded to the Client. Client shall be given thirty (30) days prior written notice of any increase in fees. Any increase in fees will be acknowledged in writing by both parties before any increase in said fees occurs.

American Funds Service Company (AFS)

Fees for accounts held at AFS shall be a rate of .25% annually. The fees will be billed quarterly in arrears. The fees will be calculated by AFS for each quarter period ending the last business day of February, May, August and November and shall be the product of (i) the average daily net asset value of Client assets invested in shares of the Funds through the Program during the quarter; (ii) the number of days in the quarter; and (iii) the rate agreed to by the parties divided by the number of days in the year. The fee shall be paid within thirty (30) days following the end of the quarter for which such fees are payable.

AFS shall deduct fees from Client accounts to pay Matheson & Rock.

Lower fees for comparable services may be available from other sources. Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement for a full refund. Clients may terminate advisory services with thirty (30) days written notice. For accounts closed mid-quarter, Matheson & Rock will be entitled to a pro rata fee for the days of service was provided in the final quarter. Client shall be given thirty (30) days prior written notice of any increase in fees. Client will acknowledge, in writing, any agreement of increase in said fees before any increase in fees occurs.

VARIABLE ANNUITY

The fees for these services will be based on a percentage of Assets Under Management and will not exceed .50%. Fees will be disclosed prior to client signing the Investment Advisory Agreement. Clients engaged in this service will not be charged a commission separately from the fee mentioned above.

Matheson & Rock's fees are billed quarterly in advance based on the amount of assets managed as of the close of business on the last business day of the previous quarter. Quarterly advisory fees will be deducted from Client's annuity account.

The annual fee may be negotiable based on a number of factors, which include but are not limited to "grandfathered" accounts, related accounts, and other structures that we may consider in special situations. Accounts within the same household may be combined for a reduced fee. Lower fees for comparable services may be available from other sources. Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement with no obligation and without penalty. Clients may terminate advisory services with thirty (30) days written notice. Client will be entitled to a pro rata refund for the days service was not provided in the final billing period. Client shall be given thirty (30) days prior written notice of any increase in fees, and client will acknowledge, in writing, any agreement of increase in said fees.

ERISA PLAN SERVICES

Matheson & Rock charges an annual investment advisory fee based on the total assets in the plan as follows:

Plan Assets	Annual Fee	Quarterly Fee
\$0 to \$499,999	1.00%	.2500%
\$500,000 to \$749,999	0.75%	.1875%
\$750,000 to \$1,999,999	0.50%	.1250%
\$2,000,000 to \$4,999,999	0.40%	.1000%
\$5,000,000 to \$7,499,999	0.35%	.0875%
\$7,500,000 to \$9,999,999	0.30%	.0750%
Over \$10,000,000	0.25%	.0625%

This is a tiered or breakpoint fee schedule, the entire portfolio is charged the same asset management fee. For example, a Client with \$750,000 under management would pay \$3,750 on an annual basis. $\$750,000 \times .50\% = \$3,750$.

The annual fee is negotiable and may be charged quarterly or monthly in arrears or in advance based on the assets as calculated by the custodian or record keeper of the Included Assets (without adjustments for anticipated withdrawals by Plan participants or other anticipated or scheduled transfers or distribution of assets). If the services to be provided start any time other than the first day of a quarter or month, the fee will be prorated based on the number of days remaining in the quarter or month. If this Agreement is terminated prior to the end of the billing cycle, Matheson & Rock shall be entitled to a prorated fee based on the number of days during the fee period services were provided or Client will be due a prorated refund of fees for days services were not provided in the billing cycle.

The fee schedule, which includes compensation of Matheson & Rock for the services is described in detail in Schedule A of the ERISA Plan Agreement. The Plan is obligated to pay the fees, however the Plan Sponsor may elect to pay the fees. Client may elect to be billed directly or have fees deducted from Plan Assets. Matheson & Rock does not reasonably expect to receive any additional compensation, directly or indirectly, for its services under this Agreement. If additional compensation is received, Matheson & Rock will disclose this compensation, the services rendered, and the payer of compensation. Matheson & Rock will offset the compensation against the fees agreed upon under the Agreement.

Client Payment of Fees

Fees are usually deducted from a designated Client account to facilitate billing. The Client must consent in advance to direct debiting of their investment account.

Additional Client Fees Charged

Custodians may charge transaction fees on purchases or sales of certain mutual funds, equities, and exchange-traded funds. These charges may include Mutual Fund transactions fees, postage and handling, margin interest, and miscellaneous fees.

For more details on the brokerage practices, see Item 12 of this brochure.

Prepayment of Client Fees

Matheson & Rock does not require any prepayment of fees of more than \$1,200 per Client and six months or more in advance.

If the Client cancels after five (5) business days, any unearned fees will be refunded to the Client, or any unpaid earned fees will be due to Matheson & Rock.

External Compensation for the Sale of Securities to Clients

John Rock receives external compensation for the sale of securities to clients as a registered representative of Private Client Services, LLC, a broker-dealer. Less than 5% of his time is spent in this practice and less than 5% of his total revenue is generated as a registered representative. From time to time, he may offer clients products from this activity.

This represents a conflict of interest because it gives an incentive to recommend products based on the commission received. As a registered representative, John Rock does not charge advisory fees for the services offered through Private Client Services, LLC. This conflict is mitigated by disclosures, procedures, and the firm's fiduciary obligation to place the best interest of the Client first and Clients are not required to purchase any products or services. Clients have the option to purchase these products through another registered representative of their choosing.

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

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

Matheson & Rock does not use a performance-based fee structure because of the conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the Client.

Item 7: Types of Clients

Description

Matheson & Rock generally provides investment advice to individuals and high net worth individuals and ERISA plans.

Client relationships vary in scope and length of service.

Account Minimums

Matheson & Rock does not require a minimum to open an account.

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

Methods of Analysis

Security analysis methods may include fundamental analysis. Investing in securities involves risk of loss that Clients should be prepared to bear. Past performance is not a guarantee of future returns.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

The main sources of information include financial newspapers and magazines, annual reports, prospectuses, and filings with the Securities and Exchange Commission.

Investment Strategy

The investment strategy for a specific Client is based upon the objectives stated by the Client during consultations. The Client may change these objectives at any time. Each Client executes a Client profile form or similar form that documents their objectives and their desired investment strategy.

Other strategies may include long-term purchases, short-term purchases, trading, and option writing (including covered options, uncovered options or spreading strategies).

Security Specific Material Risks

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with Matheson & Rock:

- *Market Risk:* The prices of securities held by mutual funds in which clients invest may decline in response to certain events taking place around the world, including those directly involving the companies whose securities are owned by a fund; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and currency, interest rate and commodity price fluctuations. Investors should have a long-term perspective and be able to tolerate potentially sharp declines in market value.
- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Management Risk:* The advisor's investment approach may fail to produce the intended results. If the advisor's assumptions regarding the performance of a specific asset class or fund are not realized in the expected time frame, the overall performance of the client's portfolio may suffer.
- *Equity Risk:* Equity securities tend to be more volatile than other investment choices. The value of an individual mutual fund or ETF can be more volatile than the market as a whole. This volatility affects the value of the client's overall portfolio. Small- and mid-cap companies are subject to additional risks. Smaller companies may experience greater volatility, higher failure rates, more limited markets, product lines, financial resources, and less management experience than larger companies. Smaller companies may also have a lower trading volume, which may disproportionately affect their market price, tending to make them fall more in response to selling pressure than is the case with larger companies.
- *Fixed Income Risk:* The issuer of a fixed income security may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation. If a rating agency gives a debt security a lower rating, the value of the debt security will decline because investors will demand a higher rate of return. As nominal interest rates rise, the value of fixed income securities held by a fund is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.
- *Investment Companies Risk:* When a client invests in open end mutual funds or ETFs, the client indirectly bears their proportionate share of any fees and expenses payable directly by those funds. Therefore, the client will incur higher expenses, which may be duplicative. In addition, the client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives). ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above or below their net asset value or (ii) trading of an

ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are de-listed from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. Adviser has no control over the risks taken by the underlying funds in which client invests.

- *Long-term purchases:* Long-term investments are those vehicles purchased with the intension of being held for more than one year. Typically the expectation of the investment is to increase in value so that it can eventually be sold for a profit. In addition, there may be an expectation for the investment to provide income. One of the biggest risks associated with long-term investments is volatility, the fluctuations in the financial markets that can cause investments to lose value.
- *Short-term purchases:* Short-term investments are typically held for one year or less. Generally there is not a high expectation for a return or an increase in value. Typically, short-term investments are purchased for the relatively greater degree of principal protection they are designed to provide. Short-term investment vehicles may be subject to purchasing power risk — the risk that your investment's return will not keep up with inflation.
- *Trading risk:* Investing involves risk, including possible loss of principal. There is no assurance that the investment objective of any fund or investment will be achieved.
- *Options Trading:* The risks involved with trading options are that they are very time sensitive investments. An options contract is generally a few months. The buyer of an option could lose his or her entire investment even with a correct prediction about the direction and magnitude of a particular price change if the price change does not occur in the relevant time period (i.e., before the option expires). Additionally, options are less tangible than some other investments. An option is a "book-entry" only investment without a paper certificate of ownership.
- *Trading on Margin:* In a cash account, the risk is limited to the amount of money that has been invested. In a margin account, risk includes the amount of money invested plus the amount that has been loaned. As market conditions fluctuate, the value of marginable securities will also fluctuate, causing a change in the overall account balance and debt ratio. As a result, if the value of the securities held in a margin account depreciates, the client will be required to deposit additional cash or make full payment of the margin loan to bring account back up to maintenance levels. Clients who cannot comply with such a margin call may be sold out or bought in by the brokerage firm.

Item 9: Disciplinary Information

Criminal or Civil Actions

Matheson & Rock and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

Matheson & Rock and its management have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

Matheson & Rock and its management have not been involved in legal or disciplinary events that are material to a Client's or prospective Client's evaluation of Matheson & Rock or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

Investment Advisor Representative, John Rock, is a registered representative of Private Client Services, LLC, a FINRA/SIPC broker-dealer.

Futures or Commodity Registration

Neither Matheson & Rock nor its employees are registered or has an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

Investment Advisor Representative, John Rock, is also Registered Representatives with Private Client Services, LLC.

Matheson & Rock owns Beyer & Rock Investments, a flow through entity for the firm's Investment Advisor Representatives' broker/dealer business. Investment Advisor Representatives of Matheson & Rock may receive compensation based on the gross revenue of Beyer & Rock Investments.

This practice may represent a conflict of interest because it gives an incentive to recommend products or services based on the commission or fee received. This conflict is mitigated by disclosures, procedures and the firm's fiduciary obligation to place the best interest of the Client first and the Clients are not required to purchase any products. Clients have the option to purchase these products through another Registered Representative of their choosing.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

Matheson & Rock does not select or recommend other investment advisors.

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

Code of Ethics Description

The employees of Matheson & Rock have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth standards of conduct expected of Matheson & Rock employees and addresses conflicts that may arise. The Code defines acceptable behavior

for employees of Matheson & Rock. The Code reflects Matheson & Rock and its supervised persons' responsibility to act in the best interest of their Client.

One area the Code addresses is when employees buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our Clients. We do not allow any employees to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our Clients.

Matheson & Rock's policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other employee, officer or director of Matheson & Rock may recommend any transaction in a security or its derivative to advisory Clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

Matheson & Rock's Code is based on the guiding principle that the interests of the Client are our top priority. Matheson & Rock's officers, directors, advisors, and other employees have a fiduciary duty to our Clients and must diligently perform that duty to maintain the complete trust and confidence of our Clients. When a conflict arises, it is our obligation to put the Client's interests over the interests of either employees or the company.

The Code applies to "access" persons. "Access" persons are employees who have access to non-public information regarding any Client's purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to Clients, or who have access to such recommendations that are non-public.

The firm will provide a copy of the Code of Ethics to any Client or prospective Client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

Matheson & Rock and its employees do not recommend to Clients securities in which we have a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

Matheson & Rock and its employees may buy or sell securities that are also held by Clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide Matheson & Rock with copies of their brokerage statements.

The Chief Compliance Officer of Matheson & Rock is Judy DelVecchio. She reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that Clients of the firm receive preferential treatment over employee transactions.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

Matheson & Rock does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts

of interest exist. However, employees may buy or sell securities at the same time they buy or sell securities for Clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide Matheson & Rock with copies of their brokerage statements.

The Chief Compliance Officer of Matheson & Rock is Judy DelVecchio. She reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that Clients of the firm receive preferential treatment over employee transactions.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

Matheson & Rock requires that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab"), a FINRA¹ registered broker-dealer and SIPC² member, to maintain custody of clients' assets and to effect trades for their accounts. Matheson & Rock is independently owned and operated and not affiliated with Schwab. Matheson & Rock has evaluated Schwab and believes that it will provide our clients with a blend of execution services, commission costs and professionalism that will assist our firm in meeting our fiduciary obligations to clients.

Schwab provides Matheson & Rock with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab Institutional. These services are not contingent upon our firm committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For our client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab Institutional also makes available to Matheson & Rock other products and services that benefit Matheson & Rock but may not directly benefit our clients' accounts. Many of these products and services may be used to service all or some substantial number of our client accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist Matheson & Rock in managing and administering our clients' accounts include software and other technology that:

¹ FINRA is the largest independent regulator for all securities firms doing business in the United States. For more information, please refer to FINRA's website: <http://www.finra.org/>.

² For information regarding SIPC, please refer to their website: <http://www.sipc.org/>.

- provide access to client account data (such as trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- provide research, pricing and other market data;
- facilitate payment of our fees from clients' accounts; and
- assist with back-office functions, recordkeeping and client reporting.

Schwab Institutional also offers other services intended to help us manage and further develop our business enterprise. These services may include:

- 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 make available, arrange and/or pay third-party vendors for the types of services rendered to Matheson & Rock. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to our firm. Schwab Institutional may also provide other benefits such as educational events or occasional business entertainment of our personnel. In evaluating whether to recommend or require that clients custody their assets at Schwab, we may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Matheson & Rock reserves the right to decline acceptance of any client account for which the client directs the use of a broker other than Schwab if we believe that this choice would hinder our fiduciary duty to the client and/or our ability to service the account. In directing the use of Schwab (or any other broker), it should be understood that Matheson & Rock will not have authority to negotiate commissions or to necessarily obtain volume discounts, and best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to the client and those charged to other clients (who may direct the use of another broker other than Schwab). Clients should note that, while Matheson & Rock has a reasonable belief that Schwab is able to obtain best execution and competitive prices, our firm will not independently seek best execution price capability through other brokers.

- *Directed Brokerage*

In circumstances where a Client directs Matheson & Rock to use a certain broker-dealer, Matheson & Rock still has a fiduciary duty to its Clients. The following may apply with Directed Brokerage: Matheson & R'ck's inability to negotiate commissions, to obtain volume discounts, there may be a disparity in commission charges among Clients and conflicts of interest arising from brokerage firm referrals.

- *Best Execution*

Investment advisors who manage or supervise Client portfolios have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. The firm does not receive any portion of the trading fees.

- *Soft Dollar Arrangements*

The Securities and Exchange Commission defines soft dollar practices as arrangement under which products or services other than execution services are obtained by Matheson & Rock from or through a broker-dealer in exchange for directing Client transactions to the broker-dealer. As permitted by Section 28(e) of the Securities Exchange Act of 1934, Matheson & Rock receives economic benefits as a result of commissions generated from securities transactions by the broker-dealer from the accounts of Matheson & Rock. These benefits include both proprietary research from the broker and other research written by third parties.

A conflict of interest exists when Matheson & Rock receives soft dollars. This conflict is mitigated by the fact that Matheson & Rock has a fiduciary responsibility to act in the best interest of its Clients and the services received are beneficial to all Clients.

- Matheson & Rock utilizes the services of custodial broker dealers. Economic benefits are received by Matheson & Rock which would not be received if Matheson & Rock did not give investment advice to Clients. These benefits include: A dedicated trading desk, a dedicated service group and an account services manager dedicated to Matheson & Rock's accounts, ability to conduct "block" Client trades, electronic download of trades, balances and positions, duplicate and batched Client statements, and the ability to have advisory fees directly deducted from Client accounts.

Aggregating Securities Transactions for Client Accounts

Matheson & Rock is authorized in its discretion to aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other Clients of Matheson & Rock. All Clients participating in the aggregated order shall receive an average share price with all other transaction costs shared on a pro-rated basis.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Account reviews are performed quarterly by Judy DelVecchio, Chief Compliance Officer of Matheson & Rock. Account reviews are performed more frequently when market

conditions dictate.

Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of Clients' accounts are changes in the tax laws, new investment information, and changes in a Client's own situation.

Content of Client Provided Reports and Frequency

Clients receive written account statements no less than quarterly for managed accounts. Account statements are issued by the Matheson & Rock's custodian. Client receives confirmations of each transaction in account from Custodian and an additional statement during any month in which a transaction occurs.

Item 14: Client Referrals and Other Compensation

Economic benefits provided to the Advisory Firm from External Sources and Conflicts of Interest

Matheson & Rock receives an economic benefit from Schwab in the form of the support products and services it makes available to Matheson & Rock and other independent investment advisors that have their clients maintain accounts at Schwab. These products and services, how they benefit Matheson & Rock, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices). The availability to Matheson & Rock of Schwab's products and services is not based on Matheson & Rock giving particular investment advice, such as buying particular securities for our clients.

Advisory Firm Payments for Client Referrals

Matheson & Rock does not compensate for Client referrals.

Item 15: Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly. Clients are urged to compare the account statements received directly from their custodians to any documentation or reports prepared by Matheson & Rock.

Matheson & Rock is deemed to have constructive custody solely because advisory fees are directly deducted from Client's accounts by the custodian on behalf of Matheson & Rock.

Item 16: Investment Discretion

Discretionary Authority for Trading

If applicable, Client will authorize Matheson & Rock discretionary authority, via the advisory agreement, to determine, without obtaining specific Client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. If applicable, Client will authorize Matheson & Rock discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement. If however, consent for discretion is not given, Matheson & Rock will obtain prior Client approval before executing each transaction.

Matheson & Rock allows Client's to place certain restrictions, as outlined in the Client's Investment Policy Statement or similar document. Such restrictions could include only allowing purchases of socially conscious investments. These restrictions must be provided to Matheson & Rock in writing.

The Client approves the custodian to be used and the commission rates paid to the custodian. Matheson & Rock does not receive any portion of the transaction fees or commissions paid by the Client to the custodian.

Item 17: Voting Client Securities

Proxy Votes

Matheson & Rock does not vote proxies on securities. Clients are expected to vote their own proxies. The Client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, Matheson & Rock may provide recommendations to the Client. If a conflict of interest exists, it will be disclosed.

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided because Matheson & Rock does not serve as a custodian for Client funds or securities and Matheson & Rock does not require prepayment of fees of more than \$500 per Client and six months or more in advance.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

Matheson & Rock has no condition that is reasonably likely to impair our ability to meet contractual commitments to our Clients.

Bankruptcy Petitions during the Past Ten Years

Neither Matheson & Rock nor its management has had any bankruptcy petitions in the last ten years.

SUPERVISED PERSON BROCHURE
FORM ADV PART 2B

Michael A. Matheson

**Matheson & Rock Wealth
Management, LLC**

Office Address:
2322 E. Kimberly Road
Suite 150N
Davenport, IA 52807

Tel: 800-682-3937
Fax: 563-355-7640

mikem@mrwmqc.com

This brochure supplement provides information about Michael A. Matheson and supplements the Matheson & Rock Wealth Management, LLC's brochure. You should have received a copy of that brochure. Please contact Mr. Matheson if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Michael A. Matheson (CRD #2553786) is available on the SEC's website at www.adviserinfo.sec.gov.

JANUARY 9, 2024

Brochure Supplement (Part 2B of Form ADV)

Supervised Person Brochure

Principal Executive Officer – Michael Matheson

- Year of birth: 1969
-

Item-2 - Educational Background and Business Experience

Educational Background:

- Drake University; Accounting and Finance; 1992

Business Experience:

- PRS 2322, LLC; Owner; 12/2022 - Present
 - Beyer & Rock Investments; Indirect Owner; 01/2022 - Present
 - Matheson & Rock Wealth Management, LLC fka Beyer & Rock Advisory Group, LLC; Investment Advisor Representative; 08/2017 – Present
 - Private Client Services, LLC dba Beyer & Rock Investments, LLC; Registered Representative; 11/2017 – 10/2022
 - Matheson & Rock Wealth Management, LLC fka Beyer & Rock Advisory Group, LLC; Chief Compliance Officer; 08/2017 – 12/2021
 - Detalus Securities, LLC dba Beyer & Rock Investments, LLC; Registered Representative; 01/2009 – 11/2017
 - Detalus Advisors, LLC dba Beyer & Rock Investments, LLC; Investment Advisor Representative; 11/2016 – 11/2017
 - Eagle One Investments, LLC dba Beyer & Rock Investments, LLC; Registered Representative; 08/2005 – 12/2008
-

Item 3 - Disciplinary Information

Criminal or Civil Action: None to report.

Administrative Proceeding: None to report.

Self-Regulatory Proceeding: None to report.

Item 4 - Other Business Activities Engaged In

Michael Matheson has no other business activities to report.

Item 5 - Additional Compensation

Michael Matheson does not receive any performance-based fees and does not receive any additional compensation for performing advisory services other than what is disclosed in Item 5 of Part 2A.

Item 6 - Supervision

Michael Matheson is supervised by Judy DelVecchio, Chief Compliance Officer. She reviews Michael's work through client account reviews, quarterly personal transaction reports as well as face-to-face and phone interactions.

Judy DelVecchio can be contacted at: 800-682-3937 or by email at: judyd@mrwmqc.com

ITEM 1 COVER PAGE

SUPERVISED PERSON BROCHURE
FORM ADV PART 2B

John D. Rock

**Matheson & Rock Wealth
Management, LLC**

Office Address:
2322 E. Kimberly Road
Suite 150N
Davenport, IA 52807

Tel: 563-353-7754
Fax: 563-355-7640

jrock@mrwmqc.com

This brochure supplement provides information about John D. Rock and supplements the Matheson & Rock Wealth Management, LLC's brochure. You should have received a copy of that brochure. Please contact Mr. Rock if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about John D. Rock (CRD #6649818) is available on the SEC's website at www.adviserinfo.sec.gov.

JANUARY 9, 2024

Brochure Supplement (Part 2B of Form ADV)

Supervised Person Brochure

John D. Rock

- Year of birth: 1985
-

Item 2 - Educational Background and Business Experience

Educational Background:

- Western Illinois University; Bachelor of Science in Finance; 2009

Business Experience:

- PRS 2322, LLC; Owner; 12/2022 - Present
 - Beyer & Rock Investments; Indirect Owner; 01/2022 - Present
 - Matheson & Rock Wealth Management, LLC fka Beyer & Rock Advisory Group, LLC; Investment Advisor Representative; 04/2018 - Present
 - Private Client Services, LLC dba Beyer & Rock Investments, LLC; Registered Representative; 11/2017 - Present
 - Detalus Securities, LLC dba Beyer & Rock Investments, LLC; Registered Representative; 05/2016 - 11/2017
 - Detalus Advisors, LLC dba Beyer & Rock Investments, LLC; Investment Advisor Representative; 08/2016 - 11/2017
 - Sentry Insurance; Insurance Agent; 10/2011 - 05/2016
 - CNAC; Portfolio Manager; 09/2010 - 10/2011
 - Omni Hotels; Finance L.L.D.; 06/2009 - 09/2010
 - Western Illinois University; Student; 08/2004 - 06/2009
-

Item 3 - Disciplinary Information

Criminal or Civil Action: None to report.

Administrative Proceeding: None to report.

Self-Regulatory Proceeding: None to report.

Item 4 - Other Business Activities Engaged In

Investment Advisor Representative, John Rock, is also a Registered Representative of Private Client Services, LLC. Less than 5% of his time will be spent in this capacity.

This practice may represent a conflict of interest because it gives John Rock an incentive to recommend products or services based on the commission or fee received. This conflict is mitigated by disclosures, procedures and the firm's fiduciary obligation to place the best interest of the Client first and the Clients are not required to purchase any products. Clients have the option to purchase these products through another Registered Representative of their choosing.

Item 5 - Additional Compensation

John Rock receives commissions or fees on the securities he sells. He does not receive any performance based fees.

Item 6 - Supervision

John Rock is supervised by Judy DelVecchio, Chief Compliance Officer. She reviews John's work through client account reviews, quarterly personal transaction reports as well as face-to-face and phone interactions.

Judy DelVecchio can be contacted at: 800-682-3937 or by email at: judyd@mrwmqc.com.