

Austin Wealth Management, LLC

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October 25, 2024

This Brochure provides information about the qualifications and business practices of Austin Wealth Management, LLC. If you have any questions about the contents of this Brochure, please contact us at 512-467-2000 or via email at derek@austinwealthmgmt.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.

Austin Wealth Management, LLC ("AWM") is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information that you may use to determine whether to hire or retain them.

Additional information about AWM is also available via the SEC's website www.adviserinfo.sec.gov. You can search this site by using a unique identifying number, known as a CRD number. The CRD number for AWM is 172793. The SEC's web site also provides information about any persons affiliated with AWM who are registered, or are required to be registered, as Investment Adviser Representatives of AWM.

Item 2 – Material Changes

This Brochure dated October 25, 2024, is an amendment to the firm's previously published Brochure.

Since the filing of the firm's last annual update Brochure dated February 27, 2024, subsequently amended July 11, 2024 and September 04, 2024, we have made various minor updates to the Brochure but no material changes were made.

Pursuant to regulatory requirements, we will deliver to you a summary of any material changes to this and subsequent Brochures within 120 days of the close of our fiscal year. We may further provide other ongoing disclosure information about material changes as necessary. All such information will be provided to you free of charge. Currently, our Brochure may be requested at any time, without charge, by contacting Derek Ripp at 512-467-2000.

Additional information about AWM is also available via the SEC's website www.adviserinfo.sec.gov. You can search this site by using a unique identifying number, known as a CRD number. The CRD number for AWM is 172793. The SEC's web site also provides information about any persons affiliated with AWM who are registered, or are required to be registered, as Investment Adviser Representatives of AWM.

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Item 4 – Advisory Business

Austin Wealth Management, LLC (“AWM”) is a Registered Investment Adviser (“Adviser”) which offers investment advice and other financial services to clients.

We provide investment advice through Investment Adviser Representatives (“Advisor”) associated with us. These individuals are appropriately licensed, qualified, and authorized to provide advisory services on our behalf. In addition, all advisors are required to have a college degree, professional designation, or equivalent professional experience.

AWM was founded in 2009 by Daniel Davila III (now retired) and Kevin X. Smith. Derek Ripp serves as the Chief Compliance Officer for AWM.

Our core principles are Education, Advocacy, and Accountability. We serve as professional educators and client-driven advocates because we believe that a well-informed client is necessary to make important financial decisions. Our mission is to constantly improve the way financial advice is given, by using illustrations and analogies to make complex concepts easier to grasp, so that people will make better decisions to improve their quality of life and sense of financial security. We have built a team of professionals with specialized knowledge, who work together to collectively serve our clients by communicating effectively, making sure changes take place, progress is made, and our clients are happy.

Services

We offer two primary services designed for individuals, high net worth individuals, trusts, and estates: (a) an up front, one-time comprehensive Financial Planning Project and (b) ongoing Wealth Management services, which includes both financial planning and investment advisory services. For select clients, we offer Financial Planning only and Investment Advisory only services.

Because AWM is a registered investment adviser, we are required to meet certain fiduciary standards when providing investment advice to clients. Additionally, when we provide investment advice related to a retirement plan account or an individual retirement account, we are considered fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. As such, we are required to act in your best interest and not put our interest ahead of yours, even though our compensation creates some conflicts with your interests in that the more you have us manage, the more we can earn. Our clients however are under no obligation to use services recommended by our associated persons. Furthermore, we believe that our recommendations are in the best interests of our clients and are consistent with our clients’ needs.

We also provide consulting and advisory services to small business owners and human resources teams for employer-sponsored retirement plans in accordance with the Employee Retirement Income Security Act (“ERISA”) through our 401(P) service. The services provided are ERISA 3(21) and 3(38) fiduciary services. When delivering ERISA services, we will perform these services for the retirement plan as a fiduciary under ERISA Section 3(21)(A)(ii) and will act in good faith and with the degree of diligence, care and skill that a prudent person rendering similar services would exercise under similar circumstances. These services are provided on a discretionary basis for ERISA 3(38) services and a non-discretionary basis for ERISA 3(21) services.

Additionally, we provide ongoing sub-advisory services to other investment advisers.

1. Financial Planning Project

A Financial Planning Project generally consists of an initial evaluation of the client’s financial situation and the presentation of a comprehensive financial plan. In performing this service, we typically examine and analyze your overall financial situation, which may include issues such as taxes, insurance needs, overall debt, credit, business planning, retirement savings and reviewing your current investment program. Our services may include all or only one of the items listed below, depending upon the scope of our engagement with you:

Financial Planning Project Services	
Data Collection and Organization	Detailed collection and organization of all relevant financial data
Goal Planning	Prioritizing financial objectives and organizing a strategy accordingly
Cash Flow Budgeting	Extensive cash flow analysis and budgeting
Insurance Planning	Life, disability and long-term care insurance and annuity analysis
Estate Planning	Review of existing estate plan and proposed updates
Retirement Income Planning	Advance income distribution strategies

A financial planning project can also be a more much more specific in nature, focusing on one particular topic (e.g. business exit planning) rather than multiple topics as detailed above.

To produce a comprehensive financial plan, it is essential that you provide the information and documentation we request regarding your income, investments, taxes, insurance, estate plan, etc. We will discuss your investment objectives, needs and goals, but you are obligated to inform us of any changes. We do not verify any information obtained from you, your attorney, accountant or other professionals.

For a more specialized financial planning project, we would likely only need information and documentation from you related to the specific area being reviewed.

At the conclusion of a comprehensive financial planning project, you will receive a written agreement detailing the services, fees, terms and conditions of a continued Wealth Management services relationship with us. You will also receive this Brochure. You are under no obligation to continue working with us nor are you required to implement the recommendations in your comprehensive financial plan through us. You may implement your financial plan recommendations through any financial organization of your choice.

At the conclusion of a more specialized financial planning project, the analysis or reporting you receive would depend on the specific area being reviewed.

2. Wealth Management Services

Most clients choose to engage AWM after the delivery of their comprehensive financial plan using our ongoing Wealth Management services, which consist of both Financial Planning services and Investment Advisory services, as described below. The specific services provided will be included in your Wealth Management services agreement.

Financial Planning Services

AWM will continue to assist the Client in making progress towards the goals outlined in the comprehensive financial plan and make adjustments as the Client's financial objectives change. Services may include, but are not limited to:

- Periodic review with the Client of the financial plan and progress metrics
- Facilitating transfers and other financial transactions on behalf of the Client
- Providing periodic guidance to the Client regarding important financial decisions
- Coordinating annual tax preparation with the Client's CPA, as desired
- Adjusting the Client's financial plan and objectives over time, as needs change

Note: Individual financial planning services provided will be based on the specific needs of each client.

Investment Advisory Services

AWM will provide discretionary investment management and advisory services to the client for assets the client maintains, either in a personal capacity as a direct owner or in a fiduciary capacity, in investment accounts and any sub-accounts thereof, collectively referred to as "Managed Assets." Specifically, AWM will make asset allocation and investment recommendations and will execute and monitor settlement of trades related to those recommendations. With a Managed Asset account, you engage us to assist you in developing a personalized investment allocation program and custom-tailored portfolio designed to meet your unique investment objectives. The investments in the portfolio may include mutual funds, ETFs, stocks, bonds, equity options, futures, etc., and the actual selection of investments is usually based on AWM model portfolios but may be more specialized depending on your circumstances. In some cases, AWM may delegate investment management and trading responsibility to various sub-advisors with whom AWM may have an arrangement for providing more specialized investment management services. Additional information about such sub-advisors is available from AWM upon request. Clients may limit or instruct AWM as to investment decisions by written objectives, guidelines, or restrictions furnished to AWM. AWM will **not** provide supervision, investment recommendations, or ongoing management of client investments that are not identified as Managed Assets by AWM and the client.

We will meet with you to discuss your financial circumstances, investment goals and objectives, and to determine your risk tolerance. We will ask you to provide statements summarizing current investments, income and other earnings, recent tax returns, retirement plan information, other assets and liabilities, wills and trusts, insurance policies, and other pertinent information.

Based on the information you share with us, we will analyze your situation and recommend an appropriate asset allocation or investment strategy. You will be provided with a targeted strategic allocation of assets by class. Our recommendations and ongoing management are based upon your investment goals and objectives, risk tolerance, and the investment portfolio you have selected. We will monitor the account, trade as necessary, and communicate regularly with you. Your circumstances shall be monitored in quarterly and annual account reviews. These reviews will be conducted in person, by telephone conference, and/or via a written inquiry/questionnaire. We will work with you on an ongoing basis to evaluate your asset allocation as well as rebalance your portfolio to keep it in line with your goals as necessary. We will be reasonably available to help you with questions about your account. As part of this service, we may provide any or all of the items listed below:

- Review your present financial situation
- Monitor and track assets under management
- Provide portfolio statements, periodic rate of return reports, asset allocation statement, rebalanced statements as needed
- Advise on asset selection
- Determine market divisions through asset allocation models
- Provide research and information on performance and fund management changes
- Build a risk management profile for you
- Assist you in setting and monitoring goals and objectives
- Provide personal consultations as necessary upon your request or as needed.

You are obligated to notify us promptly when your financial situation, goals, objectives, or needs change. Under certain conditions, securities from outside accounts may be transferred into your advisory account; however, we may recommend that you sell any security if we believe that it is not suitable for the current recommended investment strategy. You are responsible for any taxable events in these instances. Certain assumptions may be made with respect to interest and inflation rates and the use of past trends and performance of the market and economy. Past performance is not indicative of future results.

If you decide to implement our recommendations, we will help you open a custodial account(s). The funds in your account will generally be held in a separate account, in your name, at an independent custodian, and not with us. We will recommend a custodian to you, however you may use a preferred custodian.

Trading may be required to meet initial allocation targets, after substantial cash deposits that require investment allocation, and/or after a request for a withdrawal that requires liquidation of a position. Additionally, your account may be rebalanced or reallocated periodically in order to reestablish the targeted percentages of your agreed upon asset allocation. This rebalancing or reallocation will occur on the schedule we have determined together. You will be responsible for any and all tax consequences resulting from any rebalancing or reallocation of the account. We are not tax professionals and do not give tax advice. However, we will work with your tax professionals to assist you with tax planning. You will have the opportunity to meet with us periodically to review the assets in your account.

You will enter into a separate custodial agreement with the custodian. This agreement, among other things, authorizes the custodian to take instructions from us regarding all investment decisions for your account. We will select the securities bought and sold and the amount to be bought and sold, within the parameters of the objectives and risk tolerance of your account. The custodian will effect transactions, deliver securities, make payments and do what we instruct. You are notified of any purchases or sales through trade confirmations and statements that are provided by the custodian. These statements list the total value at the start of the month, itemize all transaction activity during the month, and list the types, amounts, and total value of securities held as of the end of the month. Your statement may be in either printed or electronic form based upon your preferences. You will at all times maintain full and complete ownership rights to all assets held in your account, including the right to withdraw securities or cash, proxy voting and receiving transaction confirmations.

We will also provide you with a quarterly performance statement starting at the end of the first full calendar quarter after signing the Client Advisory Agreement. These statements give you additional feedback regarding performance, educate you about our long-term investment philosophy, and describe any changes in current strategy and allocation along with the reasons for making these changes.

We obtain information from a wide variety of publicly available sources. We do not have any inside private information about any investments that are recommended. All recommendations developed by us are based upon our professional judgment. We cannot guarantee the results of any of our recommendations. Choosing which advice to follow is your decision.

As of 12/31/2023, we managed approximately \$532,355,402 in assets on a discretionary basis, and another \$36,007,065 in assets on a non-discretionary basis.

We manage assets on a discretionary and/or non-discretionary basis. If you have given us discretion, we can determine the following without your consent:

- Securities to be bought or sold for your account
- Amount of securities to be bought or sold for your account
- Broker-dealer to be used for a purchase or sale of securities for your account
- Commission rates to be paid to a broker or dealer for your securities transaction.

If you have not given us the authority to manage your account on a discretionary basis, then we cannot trade in your account without your express permission.

3. Qualified Retirement Plan Advisory Services

As part of our 401(PRO) service, we provide qualified retirement plan advisory services to small business owners and human resources teams to help them manage the fiduciary liabilities and required services associated with such plans. Under a 3(21) and/or 3(38) fiduciary advisory arrangement, AWM will assist in the recommendation of investments to plan sponsors, monitor the selected investments to ensure performance, provide participant education, and provide guidance throughout the fiduciary process. As an ERISA Section 3(21) fiduciary, AWM does not have the authority to make and implement fiduciary decisions for the plan. Our recommendations relieve plan sponsors of some of the liability associated with their investment decisions, when the decisions are based on our advice. This allows for the plan sponsor/trustee to retain ultimate decision-making authority for investments as they may accept or reject the recommendations. The plan sponsor is ultimately responsible for the selection and monitoring of the 3(21) investment manager and implementation of any of the 3(21) investment manager's investment recommendations, and assumes responsibility and liability for any overriding decisions made by the plan sponsor. The plan sponsor will have the opportunity to meet with us periodically to review the plan strategies.

Plan Sponsors or trustees may also elect to appoint AWM as a 3(38) fiduciary investment manager. Under this arrangement, AWM accepts discretion over plan assets and assumes full responsibility and liability for fiduciary functions concerning decisions related to the plan assets. As a 3(38) plan fiduciary, we will conduct research to determine appropriate investment selections and allocations and provide benchmarking analysis of the selections to the plan sponsor on an annual basis.

The data used to determine the investment options is based on estimated, forward-looking performance of various asset classes and subclasses to create our forward looking capital markets assumptions (e.g., expected return, expected standard deviation, correlation, etc.). Past performance and the return estimates of the asset classes and the indexes that correspond to these asset classes may not be representative of actual future performance. Actual results could differ, based on various factors including the expenses associated with the management of the portfolio, the portfolio's securities versus the securities comprising the various indexes and general market conditions. Before a specific investment is selected, other factors such as economic trends, which may influence the choice of investments and risk tolerance, should be considered. We have the responsibility and authority to determine the investment line up including evaluating investment managers and mutual fund companies, individual mutual funds, and money market funds which may be retained or replaced.

We also encourage you to consult with your other professional advisors since we do not provide legal advice that may affect asset classes or allocations used in the modeling. We will apply guidelines you supply, as directed, however, compliance with these restrictions or guidelines, is your responsibility.

We will also assist you in creating a written investment policy statement ("IPS") to document the plan's investment goals and objectives as well as certain policies governing the investment of assets. The IPS also identifies an investment strategy that seeks to attain the plan's goals.

We will assist with the establishment, execution, and interpretation of the Investment Policy Statement. The Investment Policy Statement serves as a guide to assist in effectively supervising, monitoring, and evaluating the investment of the plan's assets. We will either individually or in conjunction with other plan service providers prepare a draft of the IPS based upon information furnished by you and your firm designed to profile various factors for the account such as investment objectives, risk tolerances, projected cash flow, and demographics of your retirement plan participants. It is your responsibility to provide all necessary information for the preparation of the IPS, particularly any limitations imposed by law or otherwise. This draft IPS is then submitted to you for review and approval. We recommend that your professional advisors, such as an attorney, actuary, and/or accountant, also review the IPS.

Upon your final approval, it is our responsibility to adhere to the IPS in managing the retirement program. We encourage you to review accounts periodically to verify our compliance with the IPS.

The Investment Policy Statement will be reviewed at least annually to determine whether stated investment objectives are still relevant and the continued feasibility of achieving those objectives. However, the Investment Policy Statement is not expected to vary much from year to year and the IPS will not be updated to account for short term changes in market conditions or the economic environment.

We will also monitor the current managed investment line up including the investment's performance compared to an applicable benchmark. If we determine that a fund no longer meets our criteria, we will select possible alternatives and assist in the selection of a replacement investment.

If you decide to implement any of our recommendations, we will help you open a custodial account(s) for the plan. The funds in your account will be held in a separate account, in the plan's name, at an independent custodian, not with us.

4. Ongoing Institutional Sub-Advisory Services

AWM offers non-discretionary investment management and advisory services to other investment advisers for assets the adviser maintains for its clients.

Specifically, AWM will make asset allocation and investment recommendations to the adviser related to the adviser's clients in the form of risk-based portfolio models from which the adviser may choose, and upon the adviser's approval will execute and monitor settlement of trades related to those portfolio models. AWM can limit recommendations and make trades for the adviser's clients according to the instructions furnished by the adviser to AWM in writing. AWM can also provide performance related reporting to the adviser which the adviser may share with the adviser's clients at the adviser's discretion.

AWM does not provide supervision, investment recommendations, performance reporting, or ongoing management of an adviser's clients investments that are not identified as managed assets by AWM and the adviser.

Item 5 – Fees and Compensation

We provide financial planning project, wealth management, and qualified retirement plan services for a fee. Our fees do not include brokerage commissions, transaction fees, and other related costs and expenses. You may incur certain charges imposed by custodians, third party investment companies and other third parties. These include fees charged by 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. Mutual funds, money market funds and exchange-traded funds (ETFs) also charge internal management fees, which are disclosed in the fund's prospectus. These fees may include, but are not limited to, a management fee, upfront sales charges, and other fund expenses. We do not receive any compensation from these fees. All of these fees are in addition to the management fee you pay us. You should review all fees charged to fully understand the total amount of fees you will pay. Services similar to those offered by us may be available elsewhere for more or less than the amounts we charge. You could invest in a mutual fund directly without our services. In that case, you would not receive the services provided by us which are designed, among other things, to assist you in determining which mutual fund or funds are most appropriate to your financial condition and objectives.

1. Financial Planning Project Fee

The Financial Planning Projects Fee is generally charged as a fixed fee of \$2,500-\$20,000, depending upon the nature and complexity of the engagement and the client's circumstances. Sometimes incentive fees are charged, such as when related to the sale of a business. The Financial Planning Project agreement will detail the fee you will pay for this service. The total fee may be due at the time the agreement is signed or at a later date, depending on the type of engagement. We do not accept prepayment of more than \$500 in fees per client, six months or more in advance. The Financial Planning Project agreement will terminate once the project is completed, such as when you receive the final plan and action item list, etc. Either party may terminate the relationship with a thirty (30) day written notice. Upon termination of any account, any prepaid fees that are in excess of the planning services provided will be prorated and promptly refunded to you via check. Any fees that are due, but have not been paid, will be billed to you and are due immediately.

If the financial plan is implemented through us, we may receive compensation from the sale of insurance products or advisory services recommended in the financial plan. This compensation would be in addition to the financial planning project fee you pay. The fees and expenses you pay for the purchase of these products may be more or less than the expenses you would pay should you decide to implement our recommendations through another investment advisory firm or broker-dealer and are typically determined by the broker-dealer or investment company sponsoring the product. Therefore, a conflict of interest may exist between our interests and your interests since we may recommend products that pay us compensation. We may have an incentive to recommend particular products based upon the potential compensation rather than your needs. This potential conflict is addressed in our Code of Ethics.

All recommendations developed by us are based upon our professional judgment. We cannot guarantee the results of any of our recommendations.

2. Wealth Management Services Fees

Wealth Management Services Fees consist of both Financial Planning Service Fees and Investment Advisory Service Fees, as documented below:

Financial Planning Services Fees

Financial Planning Service fees are charged as an ongoing fixed monthly fee. The fixed fee varies depending on the complexity of each client's circumstances, however most clients will be charged at a rate of \$250/month. The fixed fee will be billed in arrears and will continue until the client provides written notification that they are terminating the service. The fee can be paid either monthly through direct billing or quarterly out of managed household asset account along with all investment advisory fees, as documented below.

Investment Advisory Services Fees

Investment Advisory service fees are charged as an annual percentage of total household Managed Assets according to the following Fee Table:

Total Household Managed Assets	Annual Asset Based Fee (Packaged with Financial Planning)	Annual Asset Based Fee (Investment Advisory Services Only)
First \$250,000	Included	1.00 %
Next \$250,000	0.90%	0.90%
Next \$500,000	0.80%	0.80%
Next \$500,000	0.70%	0.70%
Next \$500,000	0.60%	0.60%
Next \$3,000,000	0.50%	0.50%
Over \$5,000,000	Custom	Custom

Investment Advisory Service Fees are paid quarterly in arrears and calculated by multiplying the average daily balance of household accounts comprising the Managed Assets by the applicable fee percentage, then multiplied by the number of days in the quarter divided by 365 days in the year. Investment advisory service fees are deducted from a Managed Asset account. Managed Assets that belong to the same household may be grouped for the purpose of determining the fee, as directed by the client. A “household” comprises the beneficial owner of a Managed Asset account, as well as the beneficial owner’s spouse or domestic partner.

Certain strategies offered by us involve investment in mutual funds. Load and no load mutual funds may pay annual distribution charges, sometimes referred to as “12(b)(1) fees”. These 12(b)(1) fees come from fund assets, and thus indirectly from clients’ assets. We do not receive any compensation from these fees. The 12(b)(1) fee, deferred sales charges and other fee arrangements will be disclosed upon your request and are typically described in the applicable fund’s prospectus.

Your account at the custodian may also be charged for certain additional assets managed for you by us but not held by the custodian (i.e. variable annuities, mutual funds, 401(k) plans). Either party may terminate the relationship with a thirty (30) day written notice. Upon termination of any account, any prepaid fees that are in excess of the management services performed will be promptly refunded to you. Any fees that are due, but have not been paid, will be billed to you and are due immediately.

You may also be charged additional fees where AWM has delegated investment management responsibilities to a sub-advisor. However, you will be asked to approve any additional sub-advisory fees in advance. Such fees, generally ranging from 0.27% to 0.35% annually, will only be charged on the applicable assets which have been delegated to the sub-advisor.

As AWM has adjusted its services over time, the associated fees and fee structures for those services have also changed. As a result, some existing AWM clients may be subject to a fee structure that differs from what is described above. In those instances, clients can refer to their current engagement agreement for a list of all fees and services provided.

3. Qualified Retirement Plan Advisory Services Fees

The standard annual fee for our 401(PRO) service is 0.50% of plan assets, subject to a minimum of \$2,500 annually, as outlined in our qualified retirement plan investment advisory agreement. The fees can be paid out of plan assets or by the individual plan sponsor, or a combination of both, and AWM reserves the right to adjust the annual fee, as agreed upon by the client and outlined in the qualified retirement plan investment advisory agreement.

401(PRO) clients may also incur fees related to the use of outside service providers including third-party administrators and record keepers. The fee schedule for each outside service provider varies dramatically from service provider to service provider. The service provider’s fees will also vary from plan to plan as each plan’s structure and characteristics are different from the next.

We believe our services help plan sponsors and plan fiduciaries meet their fiduciary duty to the plan and its participants. As a part of our services, we review the fees of service providers and the transparency of their fees. We will assist the plan sponsors with a review of service providers including the third-party administrator, daily record keeper, and custodian to ensure that their services, along with ours, remain competitive to alternatives that are available.

4. Ongoing Institutional Sub-Advisory Service Fees

Sub-advisory service fees are generally charged to the primary advisor at a rate of 25% of the total fee charged by the primary advisor to its clients pursuant to the primary adviser’s client fee schedule.

AWM bills applicable accounts for the total fee, retains its 25%, and pays the remaining 75% of the fee to the primary adviser. Fees are generally billed to clients quarterly in arrears.

In addition to AWM’s investment sub-advisory services fees, the applicable adviser’s clients may also incur, relative to all mutual fund purchases, charges imposed at the mutual fund level (i.e. underlying fund expenses), transaction and administrative fees. Additionally, trading costs may be assessed to the adviser’s clients according to the agreements made with the applicable custodian(s) or other third party providers.

Item 6 – Performance Based Fee and Side by Side Management

We do not charge any performance-based fees. These are fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7 – Types of Client(s)

We provide financial planning and investment advisory services to individuals, high net worth individuals, trusts, and estates. We also provide qualified retirement plan investment advisory services to trusts, estates, banks, corporations, and small businesses, and provide ongoing sub-advisory services to other investment advisers.

We have no minimum account opening balance. Information about the minimums required by sub-advisors we use is available upon request from AWM’s Chief Compliance Officer.

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

We approach investment management by utilizing proven financial science that incorporates award-winning academic research to determine real world investment solutions. We take a more systematic approach that utilizes low-cost, highly diversified investment options that attempt to target specific asset class allocations rather than focusing on individual security selection. (Information about the investment strategies and methods of analysis used by sub-advisors we use, along with their associated risks, is available upon request from AWM's Chief Compliance Officer.)

For accounts we manage in-house, we use Fundamental Analysis, Modern Portfolio Theory, Technical Analysis, and Cyclical Analysis as part of our overall investment management discipline. The implementation of these analyses as part of our investment advisory services to you may include any, all or a combination of the following:

1. Fundamental Analysis

Fundamental analysis is a technique that attempts to determine a security's value by focusing on the underlying factors that affect a company's actual business and its future prospects. Fundamental analysis is about using real data to evaluate a security's value. It refers to the analysis of the economic well-being of a financial entity as opposed to only its price movements.

The end goal of performing fundamental analysis is to produce a value that we can compare with the security's current price, with the aim of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short).

In order to perform this fundamental analysis, we use many resources, such as:

- Morningstar
- Financial newspapers and magazines (e.g. Wall Street Journal, Forbes, etc.)
- Annual reports, prospectuses, filings
- Company press releases and websites

The investment strategies we use to implement any investment advice given to you include, but are not limited to:

- Long term purchases -securities held at least a year
- Short term purchases - securities sold within a year
- Trading -securities sold within 30 days
- Short sales
- Margin Transactions
- Option writing, including covered options, uncovered options or spreading strategies

2. Modern Portfolio Theory (MPT)

We use Modern Portfolio Theory to help select the funds we use in your account.

Modern portfolio theory tries to understand the market as a whole, rather than looking for what makes each investment opportunity unique. Investments are described statistically, in terms of their expected long-term return rate and their expected short-term volatility. The volatility is equated with "risk," measuring how much worse than average an investment's bad years are likely to be. The end goal is to identify your acceptable level of risk tolerance, and then to find a portfolio with the maximum expected return for that level of risk.

3. Technical Analysis

Technical Analysis is a technique that attempts to determine a security's value by developing models and trading rules based upon price and volume transformation. Technical analysis assumes that a market's price reflects all relevant information so the analysis focuses on the history of a security's trading behavior rather than external drivers such as economic, fundamental and news events. The practice of technical analysis incorporates the importance of understanding how market participants perceive and act upon relevant information rather than focusing on the information itself. Ultimately, technical analysts develop trading models and rules by evaluating factors such as market trends, market participant behaviors, supply and demand and pricing patterns and correlations.

The investment strategies we use to implement any investment advice given to you include, but are not limited to:

- Long term purchases (securities held at least a year)
- Short term purchases (securities sold within a year)
- Trading (securities sold within 30 days)
- Margin Transaction
- Option writing, including covered, uncovered and spread option strategies.

As with other types of analysis, the predictive nature of technical analysis can vary greatly; models and rules are often modified and updated as new patterns and behaviors develop. Past performance is not an indicator of future return.

4. Cyclical Analysis

While we do not attempt to time the market, we may use cyclical analysis in conjunction with other strategies to help determine if shifts are required in your investment strategies depending upon long and short-term trends in financial markets and the performance of the overall national and global economy.

5. Risks

We cannot guarantee our analysis methods will yield a return. In fact, a loss of principal is always a risk. Investing in securities involves a risk of loss that you should be prepared to handle. You need to understand that investment decisions made for your account by us are subject to various market, currency, economic, political and business risks. The investment decisions we make for you will not always be profitable nor can we guarantee any level of performance.

A list of all risks associated with the strategies, products and methodology we offer are listed below:

1. Alternative Investment Risk

Investing in alternative investments is speculative, not suitable for all clients, and intended for experienced and sophisticated investors who are willing to bear the high economic risks of the investment, which can include:

- Loss of all or a substantial portion of the investment due to leveraging, short-selling or other speculative investment practices
- Lack of liquidity in that there may be no secondary market for the fund and none expected to develop
- Volatility of returns
- Absence of information regarding valuations and pricing
- Delays in tax reporting
- Less regulation and higher fees than mutual funds.

2. Bond Fund Risk

Bond funds generally have higher risks than money market funds, largely because they typically pursue strategies aimed at producing higher yields of the risks associated with bond funds include:

- Call Risk - The possibility that falling interest rates will cause a bond issuer to redeem—or call—its high-yielding bond before the bond's maturity date.
- Credit Risk — the possibility that companies or other issuers whose bonds are owned by the fund may fail to pay their debts (including the debt owed to holders of their bonds). Credit risk is less of a factor for bond funds that invest in insured bonds or U.S. Treasury bonds. By contrast, those that invest in the bonds of companies with poor credit ratings generally will be subject to higher risk.
- Interest Rate Risk — the risk that the market value of the bonds will go down when interest rates go up. Because of this, you can lose money in any bond fund, including those that invest only in insured bonds or Treasury bonds.
- Prepayment Risk — the chance that a bond will be paid off early. For example, if interest rates fall, a bond issuer may decide to pay off (or "retire") its debt and issue new bonds that pay a lower rate. When this happens, the fund may not be able to reinvest the proceeds in an investment with as high a return or yield.

3. Fundamental Analysis Risk

Fundamental analysis, when used in isolation, has a number of risks:

- There are an infinite number of factors that can affect the earnings of a company, and its stock price, over time. These can include economic, political and social factors, in addition to the various company statistics.
- The data used may be out of date.
- It is difficult to give appropriate weightings to the factors.
- It assumes that the analyst is competent.
- It ignores the influence of random events such as oil spills, product defects being exposed, and acts of God and so on.

4. Modern Portfolio Theory (MPT) Risk

Modern Portfolio Theory tries to understand the market as a whole and measure market risk in an attempt to reduce the inherent risks of investing in the market. However, with every financial investment strategy there is a risk of a loss of principal. Not every investment decision will be profitable, and there can be no guarantee of any level of performance.

5. Cyclical Analysis Risk

Looking at market cycles in conjunction with other investment strategies can be useful when making investment decisions. However, market cycles are not always predictable. Each financial investment strategy has benefits and risks. Not every investment decision will be profitable, and there can be no guarantee of any level of performance.

6. Insurance Product Risk

The rate of return on variable insurance products is not stable, but varies with the stock, bond and money market subaccounts that you choose as investment options. There is no guarantee that you will earn any return on your investment and there is a risk that you will lose money. Before you consider purchasing a variable product, make sure you fully understand all of its terms. Carefully read the prospectus. Some of the major risks include:

- **Liquidity and Early Withdrawal Risk** – There may be a surrender charges for withdrawals within a specified period, which can be as long as six to eight years. Any withdrawals before a client reaches the age of 59 ½ are generally subject to a 10 percent income tax penalty in addition to any gain being taxed as ordinary income.
- **Sales and Surrender Charges** – Asset-based sales charges or surrender charges. These charges normally decline and eventually are eliminated the longer you hold your shares. For example, a surrender charge could start at 7 percent in the first year and decline by 1 percent per year until it reaches zero.
- **Fees and Expenses** – There are a variety of fees and expenses which can reach 2% and more such as:
 - Mortality and expense risk charges
 - Administrative fees
 - Underlying fund expenses
 - Charges for any special features or riders.
- **Bonus Credits** – Some products offer bonus credits that can add a specified percentage to the amount invested ranging from 1 percent to 5 percent for each premium payment. Bonus credits, however, are usually not free. In order to fund them, insurance companies typically impose high mortality and expense charges and lengthy surrender charge periods.
- **Guarantees** – Insurance companies provide a number of specific guarantees. For example, they may guarantee a death benefit or an annuity payout option that can provide income for life. These guarantees are only as good as the insurance company that gives them.
- **Market Risk** – The possibility that stock fund or bond fund prices overall will decline over short or even extended periods. Stock and bond markets tend to move in cycles, with periods when prices rise and other periods when prices fall.
- **Principal Risk** – The possibility that an investment will go down in value, or "lose money," from the original or invested amount.

7. Mutual Funds Risk

The following is a list of some general risks associated with investing in mutual funds.

- **Country Risk** - The possibility that political events (a war, national elections), financial problems (rising inflation, government default), or natural disasters (an earthquake, a poor harvest) will weaken a country's economy and cause investments in that country to decline.
- **Currency Risk** -The possibility that returns could be reduced for Americans investing in foreign securities because of a rise in the value of the U.S. dollar against foreign currencies. Also called exchange-rate risk.
- **Income Risk** - The possibility that a fixed-income fund's dividends will decline as a result of falling overall interest rates.
- **Industry Risk** - The possibility that a group of stocks in a single industry will decline in price due to developments in that industry.
- **Inflation Risk** - The possibility that increases in the cost of living will reduce or eliminate a fund's real inflation-adjusted returns.
- **Manager Risk** -The possibility that an actively managed mutual fund's investment adviser will fail to execute the fund's investment strategy effectively resulting in the failure of stated objectives.
- **Market Risk** -The possibility that stock fund or bond fund prices overall will decline over short or even extended periods. Stock and bond markets tend to move in cycles, with periods when prices rise and other periods when prices fall.
- **Principal Risk** -The possibility that an investment will go down in value, or "lose money," from the original or invested amount.

8. Overall Risks

- Clients need to remember that past performance is no guarantee of future results. All funds carry some level of risk. You may lose some or all of the money you invest, including your principal, because the securities held by a fund goes up and down in value. Dividend or interest payments may also fluctuate, or stop completely, as market conditions change.
- Before you invest, be sure to read a fund's prospectus and shareholder reports to learn about its investment strategy and the potential risks. Funds with higher rates of return may take risks that are beyond your comfort level and are inconsistent with your financial goals.
- While past performance does not necessarily predict future returns, it can tell you how volatile (or stable) a fund has been over a period of time. Generally, the more volatile a fund, the higher the investment risk. If you'll need your money to meet a financial goal in the near-term, you probably can't afford the risk of investing in a fund with a volatile history because you will not have enough time to ride out any declines in the stock market.

9. Stock Fund Risk

Overall "market risk" poses the greatest potential danger for investors in stocks funds. Stock prices can fluctuate for a broad range of reasons, such as the overall strength of the economy or demand for particular products or services.

10. Technical Analysis risk

- Technical analysis is derived from the study of market participant behavior and its efficacy is a matter of controversy.

- Methods vary greatly and can be highly subjective; different technical analysts can sometimes make contradictory predictions from the same data.
- Models and rules can incur sufficiently high transaction costs.

Item 9 – Disciplinary Information

Registered Investment Advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. We do not have any information to disclose concerning AWM or any of our investment advisors. We adhere to high ethical standards for all advisors and associates. We strive to do what is in your best interests.

Item 10 – Other Financial Industry Activities and Affiliations

The investment adviser representatives of AWM have the following outside business activities and/or affiliations to disclose.

1. Broker Dealer Relationship

Kevin X. Smith is a registered representative of Purshe Kaplan Sterling Investments (“PKS”). He may recommend securities products that will pay him a commission through his broker-dealer relationship. When such recommendations or sales are made, a conflict of interest exists as the registered representative may receive more commissions from the sale of these products than from providing you with advisory services. Kevin X. Smith spends approximately 20 hours per month in this role. We require that all Investment Adviser Reps disclose this conflict of interest when such recommendations are made. We also require Investment Adviser Reps to disclose to Clients that they may purchase recommended products from other representatives not affiliated with us. Our Code of Ethics requires our investment adviser representatives do what is in the client’s best interests at all times. Our CCO monitors all transactions to ensure that representatives put their clients first, not the commission they may receive. The broker-dealer also monitors all transactions to make certain they are suitable for the client.

2. Insurance

Kevin X. Smith, Derek Ripp, and John Toungeate may recommend insurance products and may also, as independent insurance agents, sell those recommended insurance products to Clients. The sale of these products accounts for approximately less than 5% of each individual’s time. When such recommendations or sales are made, a conflict of interest exists as the Insurance licensed Investment Adviser Reps earn insurance commissions for the sale of those products, which may create an incentive to recommend such products. We require that all Investment Adviser Reps disclose this conflict of interest when such recommendations are made. Also, we require Investment Adviser Reps to disclose that Clients may purchase recommended insurance products from other insurance agents not affiliated with us.

3. Other Affiliations

N/A

Item 11 – Code of Ethics, Participation or Interest in Client Accounts and Personal Trading

1. General Information

We have adopted a Code of Ethics for all supervised persons of the firm describing its high standards of business conduct, and fiduciary duty to you, our client. The Code also requires compliance with applicable securities laws, addresses insider trading, and details possible disciplinary measures for violations. All of our supervised persons must acknowledge the terms of the Code of Ethics annually, or as amended. A copy of the Code of Ethics is available upon request from the firm’s Chief Compliance Officer.

2. Participation or Interest in Client Accounts

Our Compliance policies and procedures prohibit anyone associated with AWM from having an interest in a client account or participating in the profits of a client’s account without the approval of the CCO.

3. Personal Trading

Individuals associated with AWM are permitted to buy or sell securities for their personal accounts identical to or different than those recommended to clients. However, no person employed by AWM is allowed to favor his or her own interest over that of a client or make personal investment decisions based on the investment decisions of advisory clients.

In order to address potential conflicts of interest, AWM requires that associated persons with access to advisory recommendations provide annual securities holdings reports and quarterly transaction reports to the firm’s Chief Compliance Officer. AWM also requires prior approval from the Chief Compliance Officer for investing in any IPOs or private placements (limited offerings).

4. Privacy Statement

We are committed to safeguarding your confidential information and hold all personal information provided to us in the strictest confidence. These records include all personal information that we collect from you or receive from other firms in connection with any of the financial services they provide. We also require other firms with whom we deal with to restrict the use of your information. Our Privacy Policy is available upon request.

5. Conflicts of Interest

AWM's advisors may employ the same strategy for their personal investment accounts as it does for its clients. However, advisors may not place their orders in a way to benefit from the purchase or sale of a security.

We act in a fiduciary capacity. If a conflict of interest arises between us and you, we shall make every effort to resolve the conflict in your favor. Conflicts of interest may also arise in the allocation of investment opportunities among the accounts that we advise. We will seek to allocate investment opportunities according to what we believe is appropriate for each account. We strive to do what is equitable and in the best interests of all the accounts we advise.

Item 12 – Brokerage Practices

1. Soft Dollars

Soft dollar benefits may be proportionally allocated to any accounts that may generate different amounts of the soft dollar benefits.

The custodians may provide us with certain brokerage and research products and services that qualify as "brokerage or research services" under the rules. These research products and/or services will assist the Advisor in its investment decision making process. Such research generally will be used to service all of the Advisor's clients, but brokerage commissions paid by the client may be used to pay for research that is not used in managing the client's account. The account may pay to a broker-dealer a commission greater than another qualified broker-dealer might charge to effect the same transaction where the Advisor determines in good faith that the commission is reasonable in relation to the value of the brokerage and research services received.

Because soft dollar benefits could be considered to provide a benefit to the adviser that might cause the client to pay more than the lowest available commission without receiving the most benefit, they are considered a conflict of interest in recommending or directing custodial and third party managerial services. AWM mitigates these conflicts of interest through strong oversight of soft-dollar arrangements by the Chief Compliance Officer, in order to assure the soft dollar benefits serve the best interests of the client.

There may be other benefits from recommending a custodian such as software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Other services may include, but are not limited to, performance reporting, financial planning, contact management systems, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology with whom AWM may contract directly. AWM may receive seminar expense reimbursements from product sponsors which may be based on the sales of products to their clients. AWM advisors could also receive 12(b) (1) fees as a result of placing clients with mutual funds. Clients will receive full disclosure regarding 12(b) (1) fees prior to such a sale.

2. Best Execution

We have an obligation to seek best execution for you. In seeking best execution, the determinative factor is not the lowest possible commission cost but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, reputation and responsiveness. Therefore, we will seek competitive commission rates, but we may not obtain the lowest possible commission rates for account transactions.

Information about the trading policies, procedures, and practices of sub-advisors we use is available upon request from AWM's Chief Compliance Officer.

3. Brokerage for Client Referrals

We currently do not enter into written agreements to pay referral fees to other third party investment advisers

4. Directed Brokerage

Not all advisory firms require you to direct brokerage to a specific broker-dealer or custodian. We have an obligation to seek best execution for you. In seeking best execution, the determinative factor is not the lowest possible commission cost but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Therefore, we will seek competitive commission rates, but we may not obtain the lowest possible commission rates for account transactions.

By directing brokerage to one of our recommended custodians you may pay higher fees or transaction costs than those obtainable by other broker-dealers or custodians. In most cases, we believe you are paying a discounted and reasonable rate.

If you elect to select your own broker-dealer or custodian and direct us to use them, you may pay higher or lower fees than what is available through our relationships. Generally, we will not negotiate lower rates below the rates established by the executing broker-dealer or custodian for this type of directed brokerage account, unless we believe that such rate is unfair or unreasonable for the size and type of transaction.

5. Trading

Transactions for each client account are effected independently or in batches depending on the circumstances related to the trade(s). For example, we may (but are not obligated to) combine or "batch" orders to help obtain better execution, to negotiate more favorable commission rates or to allocate more equitably among our clients' differences in prices and commission or other transaction costs. Under this procedure, transactions will be price-averaged and allocated among our clients in proportion to the purchase and sale orders placed for each client account on any given day, or other measures may be taken as needed in order to treat clients fairly.

Information about the trading policies, procedures, and practices of sub-advisors we use is available upon request from AWM's Chief Compliance Officer.

Item 13 – Review of Accounts

1. Reviews

Reviews of portfolio holdings are conducted at least quarterly, and reviews of a client's financial situation, risk tolerance and goals are conducted at least annually (or as agreed to by AWM and the applicable client). Both types of reviews will be conducted by the investment adviser representative assigned to the account, and the timing of which will occur at AWM's discretion or upon client request. You may request more frequent reviews and may set thresholds for triggering events that would cause a review to take place. We may also perform more frequent reviews based on other factors which for example may include changes and shifts in the economy, changes to the management and structure of a mutual fund or company in which client assets are invested, and market shifts and corrections.

Information about the review practices of sub-advisors we use is available upon request from AWM's Chief Compliance Officer.

2. Reports

You will be provided with account statements reflecting the transactions occurring in the account on at least a quarterly basis. These statements will be written or electronic depending upon what you selected when you opened the account. You will be provided with paper confirmations for each securities transaction executed in the account. You are obligated to notify us of any discrepancies in the account(s) or any concerns you have about the account(s).

Information about the reports provided by sub-advisors we use is available upon request from AWM's Chief Compliance Officer.

Item 14 – Client Referrals and Other Compensation

We may engage in certain referral agreements ("Solicitation Agreements") with appropriately licensed individuals or entities ("Solicitor") for introductions to individuals who may be interested in the services AWM provides and may ultimately become clients. In exchange for these introductions, AWM will pay a referral fee to the Solicitor for a specified period of time, as documented in the Solicitation Agreement. Typically, the referral fee is paid as a percentage of the revenue generated by the client for the lesser of a specific number of years or the time the individual remains a client of AWM. At the time of the introduction, a Solicitor's Disclosure document will be provided by the Solicitor and signed by the prospective client which explains the arrangement between the Solicitor and AWM, including the referral fee paid to the Solicitor upon the individual becoming a client of AWM.

In soliciting clients for AWM, the Solicitor acts as an independent contractor, not an agent, representative, or employee of AWM or its affiliates. Accordingly, the Solicitor has no authority to act for or bind AWM or its affiliates, and no investment consulting agreement or other agreement with AWM shall become effective unless and until it is accepted by AWM.

AWM may also receive fixed or variable referral fees from various outside parties such as business consultants, business brokers, investment banking firms, M&A advisors, etc. The receipt of these fees may give us a financial incentive to make certain recommendations, and this financial incentive creates a conflict of interest. However, if a client is introduced to an outside party where AWM will receive a referral fee, we shall disclose the nature of the relationship and shall disclose the terms of the arrangement between us and an outside party. Moreover, clients are under no obligation to retain outside parties recommended by AWM.

Item 15 – Custody

We do not have physical custody of any accounts or assets. Although we do not hold assets, we may have limited control in some instances to trade on your behalf, to deduct our advisory fees from your account with your authorization, or to request disbursements on your behalf (although various types of written authorizations are required depending on the type of disbursements). The custodian for your account is disclosed on your agreement with AWM. You should receive at least monthly statements from the broker-dealer or custodian that holds and maintains your investment assets. We urge you to carefully review such statements and compare this official custodial record to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. If you notice any discrepancies, please contact us for more information.

We send information to your custodian to debit your fees and to pay them to us. You authorize the custodian to pay us directly at the onset of the relationship.

Item 16 – Investment Discretion

For wealth management engagements, we usually receive discretionary authority from you at the beginning of an advisory relationship to select the identity and amount of securities to be bought or sold, and in some cases, to delegate investment management and trading authority to various sub-advisors with whom AWM may have an arrangement for more specialized investment management services. This information is described in the agreement you sign with us. In all cases, however, this discretion is exercised in a manner consistent with your stated investment objectives for your account.

When selecting securities and determining amounts, or when delegating such authority to sub-advisors, we observe the investment policies, limitations and restrictions you have set. For certain investments, our authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

We require that any investment guidelines and/or restrictions be provided to us in writing.

If we do not receive discretionary authority from you to select the type of securities and amount of securities to be bought or sold, we will only trade in your account or delegate to a sub-advisor with your consent.

For institutional sub-advisory engagements, we make asset allocation and investment recommendations to the primary adviser related to that adviser's clients in the form of risk based portfolio models from which the adviser may choose. Upon adviser approval, we execute and monitor settlement of trades related to those portfolio models.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, we do not have any authority to and do not vote proxies on behalf of advisory clients. You retain the responsibility for receiving and voting proxies for any and all securities maintained in your portfolios. We may provide advice to you regarding your voting of proxies. We are authorized to instruct the custodian to forward you copies of all proxies and shareholder communications relating to your account assets.

Information about the voting proxy policies of sub-advisors we use is available upon request from AWM's Chief Compliance Officer.

Item 18 – Financial Information

We are required to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that would impair our ability to meet any contractual and fiduciary commitments to you, our client. We have not been the subject of any bankruptcy proceedings. In no event shall we charge advisory fees that are both in excess of five hundred dollars and more than six months in advance of advisory services rendered.

The firm does not currently have a condition that is reasonably likely to impair its ability to meet its contractual commitments to its clients.