



## Item 1: Cover Page

Form ADV - Part 2A Brochure

**March 25, 2024**

Tower View Wealth Management LLC  
4155 N. Prospect Ave. Shorewood, WI 53211  
Phone: 1.414.253.4096  
Email: [raman@tower-view.com](mailto:raman@tower-view.com)  
[www.tower-view.com](http://www.tower-view.com)

Mailing Address:  
146 Algoma Blvd Suite E, Oshkosh WI 54901

This Brochure provides information about the qualifications and business practices of Tower View Wealth Management LLC ("Tower View" or the "firm"). If you have any questions about the contents of this Brochure, please contact Raman J. Ghei at 1.414.485.5159 or [raman@tower-view.com](mailto:raman@tower-view.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.

**CRD Number: 108739**

Additional information about Tower View is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). SEC registration does not imply a certain level of skill or training.

## Item 2: Material Changes

Should a material change in our operations occur, depending on its nature we will promptly communicate this change to clients. Material Changes requiring prompt notification will include changes of Foundership or control; location; disciplinary proceedings; significant changes to our advisory services or advisory affiliates, and any information that is critical to a client's full understanding of who we are and how we do business.

New material changes from our June 9, 2023 other than annual amendment:

- We have made changes to the business name.
- We have made updates to "Item 11: Code of Ethics, Personal Trading & Conflicts of Interest", pertaining to family accounts management.
- We made changes to Fees, specifically our Foreign Transaction Fee refund policy.

There may be other non-material changes so we encourage you to read this brochure in its entirety.

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## Item 4: Advisory Business

### A. Description of the Firm & Shareholders

Tower View has been in operation since July 1999. The firm is currently SEC registered. Tower View is majority owned by Raman J Ghei, but also now has six minority stakeholders, none of which have ownership that exceeds 25%. For further details on our shareholders please contact us.

### B. Types of Advisory Services

Tower View is a fee-based investment adviser. Some of the services we offer to our clients include: managing investment portfolios for families, individuals, and companies, primarily personal, joint, custodial, trust and IRA accounts. We also have begun to offer Financial Planning services, also on a fee basis.

Tower View provides investment advisory services with respect to publicly traded securities, including stocks, bonds, exchange-traded funds ("ETFs") cash and mutual funds.

Aside from advisory and planning services, Tower View also can offer advice related to expiration dates and the exercising of stock options, along with monitoring of positions held in restricted stock accounts.

In a small number of cases, Tower View has assumed an advisory, supervisory relationship with 529 providers. Tower View is the advisor of record and can receive duplicate statements, execute fund exchanges and assist the client with disbursing funds to their college of choice. These circumstances also could result in the client receiving a lower return from the 529 provider on their account as the firm will be charging a fee to assist with these 529 accounts. Tower View receives no compensation from any outside account provider, whether in the form of sales charges or shared fees. These accounts are included in our assets under management calculations.

### C. Investment Management Advisory Services of Client Accounts

With all clients we complete an Investment Policy Statement or Client Profile (or similar document) which outlines the general investment plans for the account(s). These plans are based upon the review of the information provided to us by the client. Including but not limited to clients age,

investment objective and time horizon for the investment. This evaluation is subjective in nature and can be broadly interpreted. The investment plan is communicated to the client in writing, and the client may respond, if they see fit, with any questions or concerns.

We do not as a matter of practice “re-balance” accounts when asset mixes or other similar asset class allocations change due to market conditions unless the variance is such that a more detailed review or discussion is warranted. If a client makes a large deposit or withdrawal, we will review the allocation and determine if material changes are warranted, and if so, communicate this to the client. We also limit changes to investment allocations if capital gains will be realized unless the client directs us to make the change or we feel that the client circumstances warrant such a change.

In addition, we do not as a matter of practice undertake “tax swaps” or loss harvesting unless the client specifically requests this action. We will however, as part of our ongoing review of portfolios, monitor gains/losses in taxable accounts and in certain circumstances not sell an entire position of a stock with a large gain, or defer the sale into the next tax year, or review if a suitable swap candidate exists for a position showing a loss.

We manage investment portfolios on both a discretionary and non-discretionary basis. Non-discretionary portfolios are primarily limited to those 529 Plans and employer sponsored 401(k)s for which the client has asked us to assist with administration and review but over which we do not have discretionary powers nor the ability to facilitate trades or other account specific actions. For the purposes of our typical discretionary portfolio management service, Tower View has the discretion to determine without first obtaining client consent which and how many securities are to be purchased or sold in each account.

Clients may place reasonable restrictions upon the types of investments to be held in the portfolio, provided that such restrictions are clearly communicated in writing and Tower View maintains authority to accept or reject such restrictions.

Client portfolios are generally invested in one or more of several different model portfolios (such as Mutual Funds/ETFs, Stock Yield, Growth/Core, etc), but not every client will be invested in the entire model or at the same position weightings. These differences may be due to timing of the inception date of the relationship, available cash, the size of the account, whether the account is managed on its own or as part of a household, and tax reasons. For more details on your particular account and or household and which model we are using and why we have selected it for you, please discuss with us directly.

It is common for portfolios to hold uninvested cash at times as positions are sold and the proceeds may not be immediately reinvested. In addition, if there are regular withdrawals from an account cash reserves will need to be maintained and if there is the likely need for larger ad hoc distributions, cash reserves will also need to be maintained. Cash reserves or their equivalents will likely impact portfolio returns and may generate no rate of return, and are included in fee calculations of assets under management.

As a result of the above factors, there has been and will likely continue to be significant variance in portfolio composition and performance between accounts, even if they have similar investment objectives.

In addition, it is not uncommon for clients to be invested in a combination of individual stocks, stock mutual funds/ETFs, bonds and bond mutual funds.

Aside from the client circumstances discussed above which will ultimately drive the final mix of these investments, other mitigating circumstances might include, but are not limited to, client preferences, the time the client has been with Tower View, low cost basis securities, liquidity needs, taxes and time horizon.

We do not normally attempt to change investment mixes in response to changing market conditions, political situations or other macro or micro-economic events. We typically make changes to portfolios based upon our assessment of the attractiveness of the individual securities and/or funds we are invested in or considering for investment.

We periodically run weighting and exception reports in an effort to ensure all suitable clients are included in new investment ideas, but not every stock or fund is suitable for every client, and the ultimate determination is at our discretion. We use a best efforts approach to include all clients at targeted weightings, but these weightings will vary based upon account inception date, cash available, tax considerations and cash reserves for clients who regularly withdraw money.

Clients should understand there are inherent complexities in the investment of separately managed accounts for a very diverse client base and thus there will always exist wide variances in the composition of client portfolios.

#### **D. Financial Planning**

Tower View offers Financial Planning services for individual Tower View Wealth Management Clients. This service is for clients who have general financial planning questions and may be seeking further guidance on topics such as retirement, budgeting, education funding, and outside retirement accounts. These plans and conversations are customized and based upon the needs of the individual Client.

All plans are based upon the information provided by the client, and it is the client's responsibility to ensure that they have provided Tower View with current and accurate information to prepare an initial plan, and it is the client's responsibility to inform the advisor of material changes to their financial situation for future updated plans. Clients who receive financial planning advice are under no obligation to act on our general consultation recommendations, and implementation is at their discretion. Clients should carefully consider and even consult with outside legal counsel, accountants or tax professionals regarding legal or tax implications of a particular recommendation or strategy as neither Tower View or its employees provide tax or legal advice, and our financial planning services are not intended to provide nor be interpreted as legal advice.

Clients should recognize that there is an inherent conflict of interest in our Financial Planning services, to the degree that for example, we may recommend a client increase their investment holdings (which would positively impact our fee income, should the client add to their investments under management with Tower View). Clients are under no obligation to follow our planning strategies or recommendations, or implement them through our services.

#### **E. Wrap Fees**

Tower View does not currently participate in Wrap Fee programs.

#### **F. Assets Under Management**

As of December 31, 2023, Tower View managed approximately \$243,000,000 on a discretionary basis, and \$162,700 on a non-discretionary basis.

## **Item 5: Fees and Compensation**

### **A. Investment Management Fees**

Tower View typically charges annual investment management fees of 1.50% of a client's assets, or less. Actual fees vary by a client's assets under management and other considerations, which are agreed upon in advance and discussed below. The specific manner in which fees are charged is established in a client's written agreement with Tower View. Additional Financial Planning fees may result in a client's overall adjusted fee rate exceeding 1.50% of assets.

Fee rates are subject to negotiation and may be adjusted based upon the size of the account(s), aggregate account values, the desire on the part of the client to maintain a more active or passive advisory relationship, the length of time the person has been a client, the number of related family accounts that are part of the relationship and the general complexity of the relationship.

In addition, fee rates are subject to change over time and any such changes will be communicated in advance to the client in writing.

Management fees are not dependent upon changes/transactions in each account/portfolio, and fees are still due even when no transactions occur. In addition, at times, client funds may be held in cash or cash equivalents, such as a money market fund, bank deposit, cash, or cash equivalents. This may be for a variety of reasons such as finding an appropriate investment opportunity or to fund pending client withdrawals. Funds in cash are still typically subject to management fees.

### **B. Financial Planning Fees**

Financial planning fees in most cases are encompassed in the overall annual investment management fee rate outlined in the clients contract. In some situations there may be additional hourly or project based fees if there are more complex situations or requests. Any additional fees will always be clearly communicated to the client ahead of time, and will outline the payment terms. It is at Tower View's discretion to implement or waive special planning fees for certain clients but clients will always be made aware of any fees and have the opportunity to negotiate or reject.

### **C. How Management Fees are Paid**

Clients can choose to have their management fees deducted from their account(s), or they can pay by check. Management fees are billed on a quarterly basis.

Management fee(s) are paid in advance for each quarter. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be refunded, and any earned, unpaid fees will be invoiced according to the remaining number of days in the quarter.

Additionally, clients can, for any reason, cancel their management agreement within the first five (5) business days of execution, without incurring any advisory fees, including, but not limited to, our failure to provide our firm's ADV disclosure brochure at least 48 hours prior to signing the investment advisory contract.

### **D. Refunded Fees**

Quarterly fees will not be prorated or refunded if a client withdraws assets from an Account, but if

Client closes an Account or removes Tower View as the advisor on an Account during a calendar quarter then a prorated refund will apply.

#### **E. Other Fees**

Tower View's management fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which could be incurred by the client. Clients could incur certain charges imposed by custodians and brokers, such as transfer fees, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts, ADR holdings and securities transactions.

#### **F. Administrative Fees**

Tower View does not currently charge clients a per brokerage account administrative fee.

#### **G. Foreign Transaction Fees**

Tower View elected Charles Schwab as our primary custodian due in part to their agreement to waive any foreign stock transaction fees. However, in early 2023 that benefit was discontinued and clients are now often subject to a \$50 per foreign transaction fee. While we typically only participate in a few foreign trades annually (defined as trades executed in the foreign local market), in an effort to ensure all clients have the opportunity to participate in new purchases without the transaction fee being an obstacle, we will review all foreign trade transactions and at Tower View's discretion we may refund to any clients the portion of the transaction fees which exceeds approximately 3% of the value of the trade and will provide an adjustment credit to the clients brokerage account directly.

#### **H. Other Compensation**

Tower View does not accept any sales charges or compensation for the sale of any securities or investment products.

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

Tower View does not charge performance fees or engage in side-by-side management.

### **Item 7: Types of Clients**

#### **A. Brokerage Accounts Custodied at Charles Schwab Institutional**

We access these accounts through the Schwab system to trade and invest the assets and assist with other administrative matters. Tower View provides services to individuals, businesses, pension plans and other investment advisers. Tower View does not have a minimum relationship size, and currently has clients with assets under management exceeding \$5 million and below \$100,000.

#### **B. Outside 401(k)s, Stock Options, Restricted Stock and 529s**

With respect to 401(k)s, Stock Options, Restricted Stock and 529s, Tower View helps with reviews of client's accounts of these types, if asked by the client. These accounts are not linked to Tower View's institutional relationship with Schwab. Tower View offers advice on how to allocate 401(k) and 529 investments, based upon trying to limit investment management costs to the client and to tailor the investment objectives and risk tolerances of the client to these outside accounts.



### **C. Pledged Asset and/or Margin Accounts:**

If a client pledges advisory account assets as collateral in connection with an extension of credit, including an extension of credit by Schwab or another lender, the lender may exercise rights and powers over the assets in the account, including the disposition of any or all of the assets in the client's advisory account, which may be contrary to the client's interests and investment objectives. In the event of a collateral call on an advisory client account, assets may be liquidated and the proceeds thereof withdrawn from the account and, as a result, the investment strategy for the account may become disrupted because positions may be liquidated at inopportune times, at significantly lower prices, and in a less efficient tax manner than might otherwise be desirable. A lender may not provide a client or Tower View with prior notice of such a liquidation of assets in an account and the client and Tower View may not be entitled to choose the assets which are to be liquidated by the lender.

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

### **A. Types of Analyses & Investments**

While not every investment is ultimately held for a long period of time, our goal is to be a long-term investor and we do not initiate trading or market timing trades in accounts. We seek to invest in companies (and funds which hold such companies) which we believe have balance sheets which do not pose risks to the company as a going concern, growth prospects which can support the current valuation and market positions which have competitive strengths. All of those characteristics, however, are subjective in nature and do not guarantee positive returns. We will sell or trim securities when they reach what we believe to be full or overvalued levels or we have concerns about their growth prospects, balance sheet or competitive positions. The final determination for these factors is based upon the opinion of Tower View and is very subjective and we do not adhere to any strict valuation criteria or quantitatively driven models or methodologies, and our opinions will vary over time.

Our type of investment strategy is often referred to as "bottoms up" as it is stock or fund specific and not driven by economic forecasts or other "top down" macro-economic factors.

We consider ourselves to be active investment managers, in that we are not seeking to simply replicate the holdings of a particular stock or bond market index (such as the Russell 1000), although we often hold more passively managed ETFs and/or mutual funds in client portfolios.

It is solely at the discretion of the Founder to determine/decide which investments he believes are suitable for clients and which are not. We do not follow strict growth/value/momentum or other strategies and methodologies, and therefore there is a wide variance in the types of investments we will make. Suitability is a highly subjective issue and the selection criteria the Founder uses to determine which securities to purchase for clients is solely at his discretion.

In portfolios holding individual stocks, we typically invest in a mix of three different types of stocks: those we consider larger and more mature, those we consider more growth oriented and those which we consider higher risk/emerging. We also can invest internationally in both developed and emerging markets via both ADRs and direct ordinary shares. We also can invest in companies with small market capitalizations of under \$100 million and large companies with market capitalizations over \$500 billion. We may invest in companies which are not profitable.

In portfolios holding ETFs (exchange traded funds) and or mutual funds, we typically seek to invest in more “passive” funds in order to limit fund expenses, but there may be exceptions. Due to the inherent nature of mutual funds and ETFs, not all the individual holdings in those ETFs/Funds would normally meet all our selection criteria and in fact they can include securities we would typically not hold in portfolios. We believe however, that the overall diversification provided by these funds/ETFs outweigh this potential negative factor. The ETFs and mutual funds held in portfolios are selected with the goal of being diversified by company size, market sector, and geography and focus on the areas one finds most attractive.

Our investment processes inherently contain risks of significant loss, but also incorporate other risks such as foreign currencies and liquidity.

Tower View’s method of security analysis relies heavily on personal opinions, publicly available financial publications and company provided materials. We do not use technical analysis, create earnings models, visit companies or typically communicate with analysts or investment relations departments. While the mutual funds and ETFs we invest in would generally be considered “passive” investments, Tower View uses an active management style which involves looking at various stock markets around the world to identify the stocks, bonds and mutual funds which we believe represent good long-term investments. Tower View also retains the services of a private individual with whom we discuss investment ideas for client portfolios. This individual is also now a minority shareholder in Tower View.

Individual bond purchases are selected using the same methods as equities, with a reliance on generally available ratings of credit quality. A significant portion of bond investments are made via bond mutual funds, including taxable, government, municipal and high yield (below investment grade) bonds. Before purchasing individual bonds in a portfolio, we will review the bond’s credit rating - either investment grade or below investment grade - and also the composition of a client’s portfolio. The bond portfolio, like the stock portfolio, is diversified by type of issuer and maturity schedule, and therefore maximization of yield is rarely the determining factor in a bond purchase. Individual bonds are purchased through Charles Schwab’s trading department, and thus we rely on their offerings.

All investments in financial assets carry risks including but not limited to: market risk, transaction costs, poor investment choices and unexpected changes in one’s personal circumstances, requiring portfolio shifts at inopportune times. Investing in securities involves risk of loss that clients should be prepared to bear.

## **B. Risks**

**Investments with Tower View carry significant risk of volatility and thus are subject to potential, short-term and/or permanent loss of value and income.** Tower View invests in foreign stocks and below investment grade bonds which carry additional currency, credit and liquidity risks.

**Climate change represents an emerging risk factor for investors in financial assets, such as stocks, mutual funds and bonds.** At this time it is difficult to determine what the ultimate impact might be, but could include, among other things, reduced company profits and dividends due to rising costs associated with limiting chemical and other emissions, changing consumer buying patterns due to environmental concerns and new laws and regulations, slower global GDP growth and more restrictive trade policies as countries seek to penalize countries that they believe are

heavier polluters. These factors could reduce future returns for investors and create higher levels of credit risk and market volatility.

**In addition, clients are subject to the following set of risks, which is not meant to be a complete list of all the risks an investor can face when investing in any of these types of securities.**

**a. Mutual Fund Risks:**

Mutual funds are subject to investment advisory, transaction, marketing, operating and other expenses. Each mutual fund is also subject to specific risks related to the nature of its investments. The value of the fund's underlying investments and the NAV of the fund will fluctuate along with changes in market prices and conditions.

For more information, we encourage shareholders to review the fund prospectus. In addition, different funds held by the Client can purchase the same security, increasing the risk to the Client if that security were to fall in value. There is also a risk that a manager of the fund can deviate from the stated mandate or strategy of that fund, which could make the holding(s) less appropriate for the client's portfolio.

**b. Equity Security Risks:**

Clients with all or a part of their accounts invested in equity-focused mutual funds and individual equity securities are subject to the following risks, among others:

*i. Stock Market Risks:*

Investments in stocks are subject to fluctuations in the stock market, which can rise or fall sharply in value over short periods of time. Stocks are historically more volatile than bonds. We also invest in smaller companies (determined by either sales, market value or both), and generally a company with smaller market value has fewer shares traded daily, making the stock less liquid and its price potentially more volatile, and this can negatively impact the price paid or received when trading in it. Companies with smaller market values also tend to have shorter track records, a limited product or service base and a limited access to capital. These factors can increase the risk that these companies could suffer poor results or fail.

*ii. Foreign Investing Risks:*

Investments in foreign companies, via either ADRs or purchase of ordinary shares, and ETFs or mutual funds which hold foreign stocks carry a number of economic, financial and political risks above and beyond those of U.S. companies and markets, which could unfavorably affect account performance. The potential risks are greater price volatility, weak supervision and regulation of securities exchanges, brokers and issuers, higher brokerage costs, fluctuation in foreign currency exchange rates and related conversion costs, adverse tax consequences, and settlement delays, among others. Moreover, dividend payments from the company are subject to currency risks, if the dividend is paid in a currency that is declining in value against the dollar, the dividend would be worth less to a U.S. resident. Additionally, if a country's currency falls in value, this decline will result in a decrease in the value of your ADR or direct foreign stock holding, even if the stock in local currency terms were to remain stable.

**c. Fixed Income Securities:**

Client accounts with all or a portion of the assets and/or mutual funds whose underlying assets are invested in fixed income are subject to the following risks:

*i. Interest Rate Risks:*

Prices of fixed income securities rise and fall in response to changes in the interest rate paid by similar securities. Generally, when interest rates rise, the prices of fixed income securities fall.

Fixed income securities with longer maturities are generally more affected by interest rate changes, as they carry what is known as a longer duration.

*ii. Credit Risks:*

Credit risk is the possibility that an issuer will default on a security by failing to pay interest or Principal when it is due. If an issuer defaults, a fund holding securities of that issuer can lose money, and investors with direct holdings in that bond will also likely lose money. Fixed income securities with higher credit risk typically have lower credit ratings, and at a certain rating level are considered speculative.

*iii. Call Risks:*

Fixed income securities with a call date (callable bonds) can be redeemed (or called) by the issuer before maturity. A fund that invests in callable bonds that are called, could have to reinvest the proceeds in securities that pay a lower interest rate, which can decrease the portfolio's overall yield. This is more likely to happen when interest rates are falling.

*iv. Liquidity Risks:*

Liquidity risk refers to the possibility that a fund or investor would not be able to sell or buy a bond at a favorable price or time. Consequently, the fund could have to accept a lower price to sell a security, sell other securities to raise cash or give up an investment opportunity, any of which could have a negative effect on the investor's performance.

*v. Below Investment Grade Bond Risks:*

Low rated/high yield securities (sometimes called Junk Bonds) are rated below investment grade, and thus tend to be more sensitive to economic conditions than higher-rated securities and generally involve more credit risk than bonds in the higher-rated categories. The risk of loss due to default by an issuer of below investment grade bonds is significantly greater than investment grade bonds because such securities are generally unsecured and are often subordinated to other creditors. Below investment grade bonds can also have liquidity risk. A fund can have difficulty disposing of certain below investment grade bonds because there can be a thin trading market for such securities due to there being fewer potential buyers. This would be especially true during periods of economic and/or market stress.

*vi. Municipal Bonds Risks:*

Municipal bonds are subject to risks, including economic and regulatory developments, changes or proposed changes in the federal and state tax structure, deregulation, court rulings and other factors. The value of municipal bonds can also be affected by liquidity risk, credit risk and market interest rate risk. Repayment of municipal bonds depends on the ability of the issuer or project backing such securities to generate taxes or revenues. There is a risk that the interest on an otherwise tax-exempt municipal security can be subject to federal income tax.

**C. Exchange Traded Funds (ETFs)**

ETFs are investment funds that can track an index, commodity, currency, or sector and are traded like common stock on a stock exchange. They experience price changes throughout the day as they are bought and sold. ETFs try to replicate the performance of their corresponding index, but there is no guarantee that the prices paid or realized for an ETF will match the underlying value of the holdings in the fund, particularly during times of market stress or reduced liquidity. In addition, as we do not control the underlying investments in a fund or ETF, and managers of different funds held by the client can purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager of the fund or ETF can deviate from the stated strategy of that fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

#### **D. Cyber and Identity Theft Risks**

Although Tower View makes every attempt to monitor client accounts, we cannot guarantee that if an account becomes compromised at the Schwab website by an authorized or unauthorized person, that the firm would discover such an event. While Schwab maintains protections against unauthorized access, it does not cover anyone you have provided your credentials, including authorized family members, etc.

In order to limit some of these risks, Tower View provides its clients with potential suggestions to improve the security of both their Schwab and email accounts. Likewise, if a client chooses to custody their assets elsewhere, Tower View would be unable to monitor the account.

Tower View also currently holds a cyber security insurance policy which, within the terms and limitations of the policy, could assist clients in the event a cyber breach occurred at Tower View.

As a matter of policy Tower View does not reimburse clients for cyber security and or identity theft losses, and clients should recognize that despite our best efforts in this area, there can be no assurances that a cyber breach can be avoided.

Clients are strongly encouraged to immediately contact us in the event they believe any of their personal information has been compromised at Schwab or any other financial institution or their email has been hacked. Charles Schwab maintains a 24 hours, 7 days a week Fraud hotline that clients should immediately call with any concerns. That number is 1.877.862.6352.

#### **E. Disaster Recovery**

Tower View maintains disaster recovery plans and procedures. Clients may request a copy of this at any time. Force Majeure Events Risk: This is the risk that there may be an act of God, terrorist act, global health pandemic, failure of utilities or other similar circumstances not within the reasonable control of Tower View that may have an unknown and potentially catastrophic effect on the global markets.

#### **F. Key Man Risk**

As a small firm, should our Founder become incapacitated in any way, it could be difficult for us to remain operating as an investment advisor for any extended period of time. While we have procedures in place to assist clients during such a transition, and we are continually looking at ways to mitigate the impact on clients of such a transition, there can be no guarantee that clients would not experience levels of disruption. That being said, because the majority of our managed assets are custodied at Charles Schwab, client access to their investments and other funds would not be impacted by key man risks at Tower View.

### **Item 9: Disciplinary Information**

Tower View and our investment adviser representatives have not been involved in any events that require disclosure. Nor have they ever been subject to any financial industry disciplinary actions, or events material to a client's or prospective client's evaluation of the supervised person.

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

Tower View does not maintain any informal or formal referral relationships with any other professional practices, brokerage firms or investment advisers, nor any non-financial firm.

No one at Tower View has plans to become a broker dealer or commodity broker. Further, no one at Tower View has relations with any of the following entities which we believe would create a potential conflict of interest:

1. Broker dealer, municipal securities dealer, or government securities dealer or broker
2. Investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company, or an offshore fund)
3. Other investment adviser or financial planner
4. Futures commission merchants, commodity pool operator, or commodity trading advisor
5. Banking or thrift institution
6. Accountant or accounting firm
7. Lawyer or law firm
8. Insurance company or agency
9. Pension consultant
10. Real estate broker or dealer
11. Sponsor or syndicator of limited partnerships

Tower View does not recommend nor select outside advisers for clients, other than those included in the firm's business continuity planning.

## **Item 11: Code of Ethics, Personal Trading & Conflicts of Interest**

### **A. Code of Ethics**

Tower View's Code of Ethics contains policies and procedures to address conflicts of interest. While we do not believe that there are any present conflicts that pose material risks to the firm's interests, there are some potential conflicts that are inherent in the firm's structure and activities. We utilize procedures to mitigate their effects.

Tower View uses an internal Code of Ethics (the "Code") which, in general terms, forbids any practices which are either illegal or against the best interests of our clients. The Code generally sets the standard of ethical and professional business conduct that we require of our Supervised Persons, requires Supervised Persons to comply with applicable federal securities laws and regulations, and sets forth provisions regarding personal securities transactions by certain Supervised Persons deemed access persons under applicable regulations. Additionally, the Code sets forth Tower View's policies and procedures with respect to material nonpublic information and

other confidential information, and the fiduciary obligations that we and each of our Supervised Persons owes to every advisory client.

We will provide a copy of the Code to any existing or prospective client upon request. To request a copy, please reach out to us using the contact information on the Cover Page of this brochure.

## **B. Personal Trading & Conflicts of Interest**

Tower View employees, as well as the Founder/Founder and his family, may purchase or sell the same securities we purchase for our clients, within the confines of the firm's personal trading restrictions and procedures. Tower View's employees and the Founder routinely invest in the same securities as clients, which ensures employees and clients share a vested interest in the security's performance. Notwithstanding, employees must provide Tower View with oversight over the account's trading activity, although exceptions can be made.

The Founder's portfolio typically holds the same individual stocks that we use in our client portfolios, but it is not a requirement that he adheres to this.

Employees and the Tower View 401k Retirement Accounts (including the Founder's 401k) may also participate in client block trades if the Founder believes that clients are not likely to be harmed by the employee's participation in the block trade.

From time to time, the Founder may hold a position in a security which subsequently becomes a model portfolio holding. It is solely at the discretion of the Founder to determine/decide which investments he believes are suitable for clients and which are not. The Founder may purchase securities for himself and his family which are not purchased for clients. Suitability is a highly subjective issue and the selection criteria the Founder uses to determine which securities to purchase for himself and his immediate family and for clients is solely at his discretion.

Tower View maintains a Code of Ethics and Personal Trading Policy (The Code) which governs personal trading by Tower View employees and the Founder. The Code, among other items, requires employees and the Founder to adhere to ethical standards established by the firm and requires all employees, the Founder and their immediate families to periodically provide the Founder/Chief Compliance Officer and the Chief Operating Officer with reports of any and all personal security holdings and transactions.

Particular trading rules apply to the Founder of Tower View and his immediate family, as well as specific individuals for whom the Founder manages their investments, but for conflict of interest reasons those individuals are not clients. For these accounts, the Founder often trades in securities which are both included and not included in client accounts. The Founder believes that these maintenance trades do not interfere with or impact client accounts.

Tower View is aware that personal trading can potentially create conflicts of interest and thus has put the following procedures in place:

1. Day trading will not be initiated for individual stocks or ETFs.
2. Investments will only be made in securities held in the model on days when either there is no accompanying block trade for clients or only after the block trade has been completed. Any exceptions will be documented.

3. Other than the company sponsored 401K plan, the Founder and his family related accounts (defined as, children, spouse/ex-spouse, partner, certain friends) are held in a separate master account at Schwab Institutional. This allows those trades to be clearly separated and not co-mingled with managed client accounts. Whether trades in these accounts are executed as a block or separately, they still must adhere to the other outlined trading rules, such as being executed after client trades are completed.
4. All employee trades are reviewed for adherence to compliance rules.
5. Tower View also reviews all client block trades to make sure the Founder's (and his immediate family) trades were placed after the block trade was completed, and Tower View also reviews all trading within the Founder and his immediate family's accounts to ensure they adhere to the personal trading rules. Any discrepancies are documented.
6. One of the Founder's children, Natalie Cumming, is now an employee of Tower View (as of 1/1/2024). The trading rules surrounding her investment accounts will default to the rules for employees, not family members, and her accounts will be managed accordingly.

Clients should recognize that due to these various trading rules, employees and the Founder of Tower View (and his family and related accounts) may receive better or worse prices than clients.

### **C. Personal Conduct & Conflicts of Interest**

#### **A. Company Retirement Plan**

Tower View maintains a company sponsored 401(k) plan for its employees. These accounts are invested using ETFs, model portfolio holdings and mutual funds. These accounts are generally invested along the same lines as other 401(k) and small mutual fund accounts maintained by clients. While we could have an incentive to favor the 401k plan over clients, we and/or our compliance consultant review all trades for potential violations of our compliance policies and industry rules and thus we believe the potential for favoring these accounts is minimized.

#### **D. Management of Friend and/or Family Accounts**

Tower View manages some investment accounts for individuals deemed friends or family members (other than the Founder's immediate family, which are covered by separate trading rules, as noted above in Part B), all of which are standard investment relationships. While this could create some conflicts of interest, we believe that since these accounts are managed on an arm's length basis - using the same trading rules, management agreements, investment objectives and model portfolios as our other clients - the conflicts of interest are managed in a way that does not negatively impact our other clients, nor positively affect the friend or family member. Accounts managed for the Founder's immediate family are not managed under the supervision of Tower View, except for monitoring activity to make sure they meet our compliance trading rules.

One of the Founder's daughters is taking a job with a leading accounting firm during early 2024. This firm maintains a restricted list of any companies the firm does audit work for. She's not allowed to own those stocks. Therefore, that work requirement will supersede the Tower View trading and holdings guidelines and rules. In the event a Tower View stock ends up on her work related restricted list, we will have to sell it from her account, even though it will be a model stock held in client accounts and in the Founder's personal accounts.



### **E. Rollover Choices for 401(k)s**

Tower View may discuss the potential for current and prospective clients to rollover over 401k accounts, in which each client is provided a rollover disclosure form outline plan details, fees and request that the client carefully review the investment choices available to them.

### **F. Independent Contractors**

Tower View currently and has traditionally utilized a small number of independent contractors. In some cases, these independent contractors have also been clients or have become clients. We mitigate conflicts of interest by following the same set of trading rules and standard client procedures regardless of their affiliation or previous affiliation as a contractor for the firm.

### **G. Founder of Tower View as CCO**

This dual role includes supervision of employee actions, monitoring of trading and other client issues and enforcement of Tower View's compliance policies. The circumstance creates a conflict of interest based upon "self-enforcement." To mitigate this conflict, the Founder does not typically use Schwab institutional systems for the management of his and his immediate family's accounts. Tower View also monitors the Founder's personal trading and company block trading for compliance with our stated rules. We also utilize the outside services of a compliance consulting firm to evaluate our practices and procedures, and review periodically our trade records.

### **H. Founder of Tower View serves on the Board of Directors of a Client**

Raman J Ghei, the Founder and CCO of Tower View, now serves on the Board of Directors of a company for which we also perform advisory services. While this creates a conflict of interest, we believe that since these accounts are managed on an arm's length basis - using the same trading rules, management agreements, investment objectives and model portfolios as our other clients - the conflicts of interest are managed in a way that does not negatively impact our other clients, nor positively affect the business and other board members. Mr. Ghei, as an individual, receives a stipend (under \$1000) per quarter for this board service. In addition, Mr. Ghei will abstain from any type of voting on the Board related to the task of hiring or evaluating their investment advisory services. The related accounts have also now been added to our weekly trade monitoring review to ensure these accounts are not favored via preferential trading treatment.

## **Item 12: Brokerage Practices**

Tower View periodically reviews the services of different broker dealers with the goal of determining if Charles Schwab's offerings and pricing remain competitive with similar alternatives that would be available to our clients. As part of our Best Execution Policy, we review factors such as commission rates, pricing, customer service, educational resources, research offerings and other factors.

That being said, the custodian and broker we currently use is Charles Schwab.

We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we or you instruct them to. While we recommend that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. Conflicts of interest associated with this arrangement are described below as well as in Item 14 (Client referrals and other compensation). You should consider these conflicts of interest when selecting your custodian.

We do not open the account for you, although we typically assist you in doing so. As your account is maintained at Schwab, we anticipate that all trades will be executed through Schwab.

### **How we select brokers/custodians**

We currently only use Schwab, a custodian/broker, to hold your assets and execute transactions. When considering whether the terms that Schwab provides are, overall, most advantageous to you when compared with other available providers and their services, we take into account a wide range of factors, including:

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

### **Advisor Services**

#### **a. Your Brokerage and Custody Costs**

For our clients’ accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Certain trades (for example, many mutual funds and ETFs) may not incur Schwab commissions or transaction fees. Schwab is also compensated by earning interest on the uninvested cash in your account in Schwab’s Cash Features Program.

We are not required to select the broker or dealer that charges the lowest transaction cost, even if that broker provides execution quality comparable to other brokers or dealers. Although we are not required to execute all trades through Schwab, we have determined that having Schwab execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “How we select brokers/custodians”). By using another broker or dealer you may pay lower transaction costs.

#### **b. Products and Services Available to Tower View From Schwab**

Schwab Advisor Services™ is Schwab’s business serving independent investment advisory firms like us. They provide us and our clients with access to their institutional brokerage services (trading, custody, reporting, and related services), many of which are not typically available to Schwab retail customers. However, certain retail investors may be able to get institutional brokerage services from Schwab without going through us. Schwab also makes available various support

services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us. Following is a more detailed description of Schwab's support services:

**c. Services that Benefit You**

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

**d. Services That Do Not Directly Benefit You**

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

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

**e. Services That Generally Benefit Only Tower View**

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

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

Schwab provides some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab also discounts or waives its fees for some of these services or pays all or a part of a third party's fees. Schwab also provides us with other benefits, such as occasional business entertainment of our personnel. If you did not maintain your account with Schwab, we would be required to pay for these services from our own resources.

While these services are of benefit to us, we believe that our use of the services that only benefit us are modest in scope, and could be replaced by other providers at a reasonable cost to us, in that we already pay for outside compliance and legal help. In addition, these services are generally offered by other institutional brokers and thus the conflicts of interest in our use of Schwab are limited.

**f. Our interest in Schwab's services**

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services. These services are not contingent upon

us committing any specific amount of business to Schwab in trading commissions or assets in custody. The fact that we receive these benefits from Schwab is an incentive for us to request the use of Schwab rather than making such a decision based exclusively on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a conflict of interest. We believe, however, that taken in the aggregate, our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How we select brokers/ custodians") and not Schwab's services that benefit only us.

### **Research & Soft Dollar Benefits**

Soft Dollars are the receipt of goods and/or services from a custodian in connection with providing advice to clients is seen by regulators as "soft dollars." The additional services that we and other independent advisors may receive from Schwab, as disclosed in the section entitled "Advisor Services" above, would fall under this description of soft dollars.

Tower View does not maintain nor intend to start any other soft-dollar arrangements, whereby we would receive specific services that would normally be purchased in "hard dollars," in exchange for directing client brokerage commissions to brokers other than Schwab.

Tower View recommends that clients establish brokerage accounts with the Schwab Institutional Division of Charles Schwab & Co., Inc. (Schwab) to maintain custody of clients' assets and to settle trades for their accounts. Although Tower View commonly recommends its clients establish accounts at Schwab, it is ultimately the client's decision to custody assets with them. Tower View is independently owned and operated and thus not affiliated with Schwab.

Schwab provides Tower View with access to its institutional trading and custody services which typically are not available to Schwab retail investors. These services are not contingent upon Tower View committing any specific amount of business with Schwab (i.e. assets in custody or trading commissions) other than Schwab's internally determined minimum sizes for an institutional relationship. Schwab's brokerage services include the execution of security transactions, custody, research, and may include access to mutual funds and other investments that are otherwise typically only available to institutional investors with a higher minimum initial investment. Tower View does benefit from these services, some of which might otherwise incur a cost to the firm if we did not custody with Schwab.

For Tower View 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, such as on cash deposits, for securities trades that are initially executed through Schwab or that settle into Schwab accounts.

### **Use of Commissions to Gain Clients**

Tower View does not direct any brokerage commissions in exchange for client referrals.

### **Directing Trades to Brokers of the Client's Choice**

Clients are permitted to select a custodian other than Schwab to execute their trades and custody their investments. In making such an instruction, the client may lose any savings on execution costs that Tower View could obtain for other clients, such as cost savings from negotiated commission discounts. Clients who use different brokers may also receive higher or lower transaction prices or commission rates. Tower View does not allow clients who are custodied at Schwab to direct trades to a specific outside broker.

## **Trading Practices & Trade Errors**

If you have questions about our trading practices and handling of trade errors you may contact us for further information.

### **Item 13: Review of Accounts**

#### **Investment Management**

In general, investments in client accounts are reviewed on a daily basis by Tower View's Founder with consideration of company conditions, capital markets and recent economic and market developments.

Additionally, the Founder periodically reviews each client's account to monitor cash levels, asset allocation and position sizes. Clients receive both brokerage statements from their custodian and Quarterly Statements from Tower View. Tower View statements always include the client's billing statement(s) and typically include a letter discussing strategy or other issues deemed of interest or relevancy.

Clients may also elect to have the statements from their custodian sent to them electronically via email. Clients are encouraged to review all correspondence for errors and omissions and contact Tower View if any are found.

#### **Financial Planning**

After the initial planning review is made with a client, subsequent updates and discussions may be initiated by us or by clients upon changes in their financial goals or circumstances. These updates can include a review of the client's objectives, retirement goals and any changes to the client's overall financial situation.

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

We do not currently pay any compensation to outside sources for referrals, nor do we currently have any solicitation agreements in place. We may, however, enter into such agreements in the future.

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab. You do not pay more for assets maintained at Schwab as a result of these arrangements. However, we benefit from the referral arrangement because the cost of these services would otherwise be borne directly by us. You should consider these conflicts of interest when selecting a custodian. The products and services provided by Schwab, how they benefit us, and the related conflicts of interest are described above (see Item 12—Brokerage Practices). Schwab does not refer clients to us.

### **Item 15: Custody**

Under government regulations, we are deemed to have custody of your assets if, for example, you authorize us to instruct Schwab to deduct our advisory fees directly from your account (or if you grant us authority to move your money to another person's account).

Schwab (or your other custodian) maintains actual custody of your assets. You will receive account statements directly from your custodian at least quarterly. They will be sent to the email or postal mailing address you provided to them. You should carefully review those statements promptly when you receive them. We also urge you to compare your broker/custodian account statements with the periodic account statements/ portfolio reports you will receive from us.

## **Item 16: Investment Discretion**

Tower View primarily manages investment portfolios on a discretionary basis. Therefore, Tower View has discretionary authority to determine, without obtaining specific client consent, both which and how many securities are to be purchased or sold in each account deemed discretionary.

Tower View also is able to assist with accounts on a non-discretionary basis, on a case by case basis, depending upon the relationship desired by the client.

Clients are able to impose reasonable limitations on this discretion - such as the retention of certain securities - but these limitations must be clearly communicated in writing and Tower View maintains authority to accept or reject such restrictions. As part of our discretionary authority, clients sign a Limited Power of Attorney with Schwab granting Tower View trading and fee paying authorization. A Tower View Management Agreement is also signed by our clients.

## **Item 17: Voting Client Securities**

As outlined in our Investment Management Agreement, Tower View does not vote proxies on behalf of its clients. Rather, all proxy materials should be sent directly to clients who are then responsible for voting proxies. To request a copy of our proxy policy and procedures from our compliance manual, please contact Tower View using the contact information on the Cover Page of this brochure.

## **Item 18: Financial Information**

Tower View does not require payment of \$1,200.00 6 or more months in advance, and currently does not have any material concerns related to its financial condition nor its ability to meet its contractual obligations to clients.