



Diastole Wealth Management, Inc.

58 Boston Street
Guilford, CT 06437
(203) 458-5220
www.dwinvest.com

March 12, 2024

FORM ADV PART 2A BROCHURE

This brochure provides information about the qualifications and business practices of Diastole Wealth Management. If you have any questions about the contents of this brochure, contact us at (203) 458-5220. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Diastole Wealth Management, Inc., is also available on the SEC's website www.adviserinfo.sec.gov. You can view information on this website by searching for Diastole Wealth Management, Inc.'s name or by using its CRD number:111604.

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

Item 2 Summary of Material Changes

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

Since the filing of our last annual updating amendment, dated March 31, 2023 we have the following material changes to report.

Item 4 - Advisory Business

DWM is primarily owned by Elizabeth D. Eden, Elizabeth E. Cook, Ethan A. Eden, and Meredith P. Eden.

Portfolio Management Services

We offer discretionary and non-discretionary portfolio management services. Our investment advice is tailored to meet our clients' needs and investment objectives. We consider financial planning and consulting an integral aspect of the portfolio management process designed to assist our clients in reaching their financial and retirement goals. If you retain our firm for portfolio management services, we will meet with you to determine your investment objectives, risk tolerance, and other relevant information at the beginning of our advisory relationship. We also offer non-discretionary portfolio management services. If you enter into non-discretionary arrangements with our firm, we must obtain your approval prior to executing any transactions on behalf of your account. You have an unrestricted right to decline to implement any advice provided by our firm on a non-discretionary basis.

Financial Planning and Consulting Services

We offer financial planning and consulting services which typically involve providing a variety of advisory services to clients regarding the management of their financial resources based upon an analysis of their individual needs. If you retain our firm for financial planning and consulting services, we will meet with you to gather information about your financial circumstances, investment goals, objectives, and risk tolerance. This service includes the generation of a comprehensive financial plan, consultations on wealth transfers, estate planning, retirement planning, education funding, and charitable gifting. Once we review and analyze the information you provide to our firm and the data derived from our financial planning software, we will deliver a written plan to you, designed to help you achieve your stated financial goals and objectives. Financial plans are based on your financial situation at the time we present the plan to you, and on the financial information you provide to us. You must promptly notify our firm if your financial situation, goals, objectives, or needs change. You are under no obligation to act on our financial planning recommendations. Should you choose to act on any of our recommendations, you are not obligated to implement the financial plan through any of our other investment advisory services. Moreover, you may act on our recommendations by placing securities transactions with any brokerage firm.

Private Investment Funds

DWM serves as the Adviser and Eden Investment Partners, LLC (an affiliate of DWM which is owned and controlled by Elizabeth Eden, Elizabeth Cook, and Ethan Eden) serves as the General Partner to Eden Partners Absolute Growth Fund, LP and Steamboat Fund, LP ("Funds"), each a private investment fund ("Fund"), and is responsible for the formulation and implementation of the Funds' investment strategies, evaluating and monitoring the Funds' investments and making all investment decisions for the Funds. Specifically, DWM will manage the assets of the Fund on a discretionary basis in accordance with the overall investment objectives of the Funds. DWM bases its advice to each Fund on the investment objectives set forth in the applicable private placement memorandum, organizational documents, investment management agreement, and/or subscription agreements, as the case may be

(each and collectively, the "Governing Documents"). The Funds are available for investment only by institutional investors and other sophisticated, high-net worth investors, who meet the eligibility requirements of the applicable Fund set forth in their Governing Documents. Investments in the Funds are not registered under the Securities Act of 1933, as amended, and are only offered after delivery of a private placement memorandum and execution of the subscription agreement and other offering documents. Investors and prospective investors should refer to each Fund's offering documents for a complete description of the risks, investment objectives and strategies, fees, the minimum initial capital contribution or commitment required, and other relevant information pertaining to investments in the Fund(s).

Selection of Other Advisers

We may recommend that you use the services of a third-party money manager ("TPMM") to manage all, or a portion of, your investment portfolio. After gathering information about your financial situation and objectives, we may recommend that you engage a specific TPMM or investment program. Factors that we take into consideration when making our recommendation(s) include, but are not limited to, the following: the TPMM's performance, methods of analysis, fees, your financial needs, investment goals, risk tolerance, and investment objectives. We will monitor the TPMM(s)' performance to ensure its management and investment style remains aligned with your investment goals and objectives.

Types of Investments

We primarily offer advice on exchange traded funds ("ETFs"), mutual funds, stocks, bonds, option contracts, certificates of deposit, US government securities, pooled investment vehicles, real estate limited partnerships, money market funds, real estate, and real estate investment trusts ("REITs"). Additionally, we may advise you on various types of investments based on your stated goals and objectives. Refer to the *Methods of Analysis, Investment Strategies and Risk of Loss* below for additional disclosures on this topic.

IRA Rollover Recommendations

Effective December 20, 2021 (or such later date as the US Department of Labor ("DOL") Field Assistance Bulletin 2018-02 ceases to be in effect), for purposes of complying with the DOL's Prohibited Transaction Exemption 2020-02 ("PTE 2020-02") where applicable, we are providing the following acknowledgment to you. When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are 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.

Refer to Item 4 - *Advisory Business* for additional information.

Item 5 - Fees and Compensation

Financial Planning and Consulting Services

Under no circumstances will we require prepayment of a fee in excess of \$1,200 for services not performed within six months of the advanced payment. You may terminate the agreement(s) upon written notice to our firm.

Private Fund Fees

All fees paid to DWM for portfolio management services and affiliated entities are separate and distinct from the fees and expenses charged by Eden Partners Absolute Growth Fund, LP and Steamboat Fund, LP ("Funds") to the investors in the Funds as members or partners of the private pooled investment vehicles. These fees and expenses are described in the Funds' offering documents. Such fees will generally include a management fee and other fund expenses. A client could possibly invest in the Funds directly, without our services. In that case, the client would not receive the services provided by DWM which are designed, among other things, to assist the client in determining if the

Funds are appropriate to the client's financial condition and objectives. Accordingly, the client should review both the fees charged by the Funds and DWM to fully understand the total amount of fees to be paid by the client and thereby evaluate the advisory services being provided.

Selection of Other Advisers

Our recommendations to use third party money managers ("TPMM") are included in our portfolio management fee. We do not charge you a separate fee for the selection of other advisers nor will we share in the advisory fee you pay directly to the TPMM. Advisory fees that you pay to the TPMM are established and payable in accordance with the Form ADV Part 2 or other equivalent disclosure document provided by each TPMM to whom you are referred. These fees may or may not be negotiable. You should review the recommended TPMM's brochure for information on its fees and services. You may be required to sign an agreement directly with the recommended TPMM(s). You may terminate your advisory relationship with the TPMM according to the terms of your agreement with the TPMM.

Refer to Item 5 - *Fees and Compensation* for additional information.

Item 6 - Performance Based Fees

DWM serves as the Adviser and affiliate Eden Investment Partners, LLLC, General Partner, to Eden Partner's Absolute Growth Fund, LP and Steamboat Fund, LP in which clients may be solicited to invest. DWM, certain members of its management, and other knowledgeable employees may acquire, directly or indirectly, investment interests in the Funds or have other financial interests in the Funds. This presents a conflict of interest because DWM has investments in the Funds and/or can be compensated by the Funds. We do not charge performance-based fees or participate in side-by-side management. Performance-based fees are fees which are based on the share of capital gain or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged a performance-based fee. We do not charge performance-based fees, nor do we provide side-by-side management. Refer to Item 6 - *Performance Based Fees and Side-By-Side Management* for additional information.

Item 7 - Types of Clients

We offer investment advisory services to individuals, high net worth individuals, and pooled investment vehicles. In general, we do not require a minimum dollar amount to open and maintain an advisory account. The minimum initial investment to invest in Eden Partner's Absolute Growth Fund, LP and Steamboat Fund, LP is \$200,000. DWM can accept lesser amounts in its sole discretion. Refer to Item 7 - *Types of Clients* for additional information.

Item 8- Methods of Analysis, Investment Strategies and Affiliations

A description of the types of securities/investments we may recommend to you and some of their inherent risks associated with these securities/investments were added to Item 8 - Methods of Analysis, Investment Strategies, and Risk of Loss. Refer to *Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss* for additional information.

Item 9 - Disciplinary Information

Additional details related to DWM's disciplinary history can be found on the IAPD. The IAPD link is www.adviserinfo.sec.gov.

Refer to Item 9 - *Disciplinary Information* for additional information.

Item 10 - Other Financial Industry Activities and Affiliations

Private Funds

DWM serves as the Adviser and our affiliated entity, Eden Investment Partners, LLC, is the General Partner to Eden Partners Absolute Growth Fund, LP and Steamboat Fund, LP ("Funds"), private pooled investment vehicles in which our clients are solicited to invest. The Fund is offered to certain sophisticated investors, who meet certain requirements under applicable state and/or federal securities laws. Investors to whom the Fund is offered will receive a private placement memorandum and other offering documents. The terms and conditions for participation in the Fund, including management and/or performance-based fees, conflicts of interest, risk factors, and liquidity constraints, are set forth in the Fund's offering document. The fees charged by the Fund are separate and apart from DWM's advisory fees. Clients should refer to the offering documents for a complete description of the fees, investment objectives, risks and other relevant information associated with investing in the Fund. Persons affiliated with DWM have made an investment in the Fund and may have an incentive to recommend the Fund over other investments.

The Eden Partners Absolute Growth Fund, LP holds bonds in an affiliated entity, Market 76, which is owned and operated by Elizabeth Eden's son. This presents a conflict of interest because DWM owns and has investments in and is compensated by the Fund. Therefore, DWM has a financial incentive to recommend the Fund to its clients. These conflicts are mitigated by DWM's fiduciary obligation to act in the best interest of clients, contractual limitations that govern DWM's activities as adviser or general partner, as applicable, and the requirement that DWM not to place its interests before clients' interests when managing the Fund. Clients who are investors in the Fund should refer to the Fund's offering documents for detailed disclosures regarding the Fund. These bonds are excluded from the total assets of the Fund on which the Limited Partner's management fee is calculated. DWM does not charge fees on the M76 bonds held in EPAG.

DWM and certain members of its management have acquired, directly or indirectly, investment interests in the Fund or have other financial interests (e.g., General Partner) in the Fund. As Investors, they have an incentive to devote more time to the Fund than to Clients or to provide limited investment opportunities to the Fund instead of Clients. Furthermore, they may have an incentive to recommend the Fund rather than recommending other investments. DWM addresses these conflicts by disclosing them in this brochure and in the offering documents of the Fund.

Northcreek Funds

The Eden Partners Absolute Growth Fund, LP also has invested in a series of unaffiliated private equity funds, Northcreek Fund II, III, and IV. Additionally, the Fund has also invested in Northcreek Fund I for which Elizabeth Eden serves as one of the general partners and receives compensation in the amount of 30% of the total general partnership interest.

Elizabeth Eden has decided not to receive this compensation directly and instead, assigns this compensation to the Eden Partners Absolute Growth Fund LP for the benefit of its limited partners. This presents a conflict of interest because as noted above DWM owns and has investments in, and is compensated by, the Fund. Therefore, DWM has a financial incentive to recommend the Fund to its clients. These conflicts are mitigated by DWM's fiduciary obligation to act in the best interest of clients, contractual limitations that govern DWM's activities as adviser or general partner, as applicable, and the requirement that DWM not to place its interests before clients' interests when managing the Fund. Clients who are investors in the Fund should refer to the Fund's offering documents for detailed disclosures regarding the Fund. DWM and certain members of its management have acquired, directly or indirectly, investment interests in the Fund or have other financial interests (e.g., General Partner) in the Fund. As Investors, they have an incentive to devote more time to the Fund than to Clients or to provide limited investment opportunities to the Fund instead of Clients. Furthermore, they may have an incentive to recommend the Fund rather than recommending other investments. DWM addresses these conflicts by disclosing them in this brochure and in the offering documents of the Fund.

Recommendation of Other Advisers

We may recommend that you use a third-party money manager ("TPMM") based on your needs and suitability. We will not receive separate compensation, directly or indirectly, from the TPMM for recommending that you use their services. Moreover, we do not have any other business relationships with the recommended TPMM(s). Refer to the *Advisory Business* section above for additional disclosures on this topic.

Refer to Item 10 - *Other Financial Industry Activities and Affiliations* for further information.

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

Description of Our Code of Ethics - We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for persons associated with our firm. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All persons associated with our firm are expected to adhere strictly to these guidelines. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, nonpublic information about you or your account holdings by persons associated with our firm. Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

Participation or Interest in Client Transactions - We serve as the general partner or are affiliated with one or more private funds (private pooled investment vehicles) in which you may be solicited to invest. Our Company, certain members of its management, and other knowledgeable employees may acquire, directly or indirectly, investment interests in our fund or have other financial interests (e.g. General Partner, Officers, Board Members, etc.) in the funds. This presents a conflict of interest because we have investments and/or are compensated by the private funds. Conflicts that arise are mitigated through our Company's fiduciary obligation to act in the best interest of our clients, contractual limitations that govern our activities as adviser or general partner, as applicable, and the requirement of our Company not to place its interests before its clients' interests when managing the funds. If you are an investor in a private fund, refer to the private fund's offering documents for detailed disclosures regarding the private funds.

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

Aggregated Trading - Our firm or persons associated with our firm may buy or sell securities for you at the same time we or persons associated with our firm buy or sell such securities for our own account. We may also combine our orders to purchase securities with your orders to purchase securities ("aggregated trading"). Refer to the *Brokerage Practices* section in this brochure for information on our aggregated trading practices. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To eliminate this conflict of interest, it is our policy that neither our firm nor persons associated with our firm shall have priority over your account in the purchase or sale of securities.

Refer to Item 11 - *Code of Ethics, Participation or Interest in Client Transactions and Personal Trading* for additional information.

Item 12 - Brokerage

DWM will generally recommend that clients establish their advisory account[s] at Charles Schwab & Co., Inc. ("Schwab") , a FINRA-registered broker-dealer and member of SIPC. Client assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. Schwab will serve as the "qualified custodian." DWM maintains an institutional relationship with Schwab, whereby we receive economic benefits from Schwab. DWM does not maintain custody of Clients assets that we manage, although we may be deemed to have custody of Clients assets if Clients give us authority to withdraw assets from Client accounts. Refer Item 12 - *Brokerage Practices* for additional information.

Item 13 - Review of Accounts

Portfolio Management Reviews - Each of DWM's investment advisor representatives will review and monitor their respective clients' accounts on a monthly basis and will conduct account reviews at least annually, to ensure the advisory services provided to you are consistent with your investment needs and objectives. Additional reviews may be conducted based on various circumstances, including, but not limited to: contributions and withdrawals; year-end tax planning; market moving events; security specific events, and/or, changes in your risk/return objectives. You will receive trade confirmations and monthly or quarterly statements from your account custodian(s). We will provide you with additional or regular written reports in conjunction with account reviews. Reports we provide to you will contain relevant account and/or market-related information such as an inventory of account holdings and account performance, etc. You will receive trade confirmations and monthly or quarterly statements from your account custodian(s).

Financial Plan Reviews - Each of DWM's investment advisor representatives will review and monitor their respective clients' financial plans as needed. These reviews are provided as part of the portfolio management contracted services. We do not assess additional fees for financial plan reviews. Generally, we will contact you periodically to determine whether any updates may be needed based on changes in your circumstances. Changed circumstances may include, but are not limited to marriage, divorce, birth, death, inheritance, lawsuit, retirement, job loss and/or disability, among others. We recommend meeting with you at least annually to review and update your plan if needed. Additional reviews will be conducted upon your request. Written updates to the financial plan may be provided in conjunction with the review. If you implement financial planning advice, you will receive trade confirmations and monthly or quarterly statements from relevant custodians.

Private Fund Reviews - Each of the Private Funds are reviewed at least on a monthly basis. Limited partners will receive quarterly performance information based on the valuation reports received monthly from each Fund's administrator.

Refer to Item 13 - *Review of Accounts* for additional information.

Item 14- Client Referrals and Other Compensation

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. We benefit from the products and services provided because the cost of these services would otherwise be borne directly by us, and this creates a conflict. You should consider these conflicts of interest when selecting a custodian. As disclosed under the *Fees and Compensation* section in this brochure, persons providing investment advice on behalf of our firm are licensed insurance agents. For information on the conflicts of interest this presents, and how we address these conflicts, refer to the *Fees and Compensation* section. We do not receive any compensation from any third party in connection with providing investment advice to you nor do we compensate any individual or firm for client referrals. Refer to the Item 12 - *Brokerage*

Practices section above for disclosures on research and other benefits we may receive resulting from our relationship with your account custodian and Item 14 - *Client Referrals and Other Compensation* for additional information.

Item 15- Custody

Debit Fees - All clients must place their assets with a "qualified custodian." Clients are required to engage the custodian to retain their funds and securities and direct DWM to utilize that custodian for the client's security transactions. Under securities 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 maintains actual custody of your assets. Clients should review statements provided by the custodian at least quarterly, and compare to any reports provided by DWM to ensure accuracy, as the custodian does not perform this review. For more information about custodians and brokerage practices, see Item 12 – Brokerage Practices.

Private Funds - DWM serves as the Adviser and our affiliated entity, Eden Investment Partners, LLC, is the General Partner to Eden Partners Absolute Growth Fund, LP and Steamboat Fund, LP ("Funds"), private pooled investment vehicles in which our clients are solicited to invest. The Funds are offered to certain sophisticated investors, who meet certain requirements under applicable state and/or federal securities laws. Investors to whom the Funds are offered will receive a private placement memorandum and other offering documents. The fees charged by the Funds are separate and apart from our advisory fees. Investors should refer to the offering documents for a complete description of the fees, investment objectives, risks and other relevant information associated with investing in the Funds. Persons affiliated with our firm made an investment in the Funds and have an incentive to recommend the Funds over other investments. DWM will have access to the Funds' funds and securities since an affiliated entity, Eden Investment Partners, LLC serves as the General Partner to the Funds, and therefore DWM is deemed to have custody over such funds and securities. We are required by applicable regulations to provide each investor in the Funds with audited annual financial statements. If you are an investor in the Funds and have questions regarding the financial statements or if you did not receive a copy, contact us directly at (203) 458-5220.

Wire Transfer and/or Standing Letter of Authorization - Our firm, or persons associated with our firm, may effect wire transfers from client accounts to one or more third parties designated, in writing, by the client without obtaining written client consent for each separate, individual transaction as long as the client has provided us with written authorization to do so. Such written authorization is known as a Standing Letter of Authorization. An adviser with authority to conduct such third-party wire transfers has access to the client's assets, and therefore has custody of the client's assets in any related accounts.

Refer to Item 15 - *Custody* for additional information.

Item 18 - Financial Information

DWM is owned by Elizabeth Cook, Elizabeth Eden and her son, Ethan Eden who also worked at DWM, and Ethan's wife Meredith P. Eden, who is the CFO of DWM.. Ethan left DWM and formed software companies ("Companies") to make tools to help small investment advisers. In 2017, DWM periodically made loans to the Companies that Eden's son principally owned and operated and any portion of the Eden Partners Absolute Growth Fund, LP ("EPAG Fund")'s investment in the Companies could be used to repay loans DWM had made to the Companies. Between May 2017 and July 2017, DWM and Eden caused the EPAG Fund to purchase convertible notes totaling \$446,000 from the Companies. EPAG Fund's limited partners were all also individual advisory clients. This creates a material conflict of interests due to the family relationship between Eden and her son, several of DWM's client invested in the software companies, EPAG Fund invested in Eden's son's companies, and the Companies owed periodic debts to DWM as the investment amounts could and would be used

to pay off loans DWM. DWM addresses these conflicts by disclosing them in this brochure and in the offering documents and providing the *"Disclosure and Conflicts of Interest Waiver"* to certain DWM individual clients and EPAG Fund investors.

All of the EPAG Fund's investors, or limited partners, are individual clients of DWM, and therefore DWM and Eden owe a fiduciary duty to both the fund and the fund's limited partners. The members of DWM's management and all DWM employees are fiduciaries and are required to act at all times in accordance with DWM's Code of Ethics and to act only in the best interest of clients. We do not require the prepayment of more than \$1,200 in fees six or more months in advance. Therefore, we are not required to include a financial statement with this brochure. We have not filed a bankruptcy petition at any time in the past ten years.

Refer to Item 18 - *Financial Information* for additional information.

Item 19 - Requirements for State-Registered Advisers

We are a federally registered investment adviser; therefore, we are not required to respond to this item. Refer to Item 19 - *Requirements for State-Registered Advisers* for additional information.

Item 20 - Additional Information

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

Class Action Lawsuits - We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.

IRA Rollover Considerations - As part of our investment advisory services to you, we may recommend that you withdraw the assets from your employer's retirement plan and roll the assets over to an individual retirement account ("IRA") that we will manage on your behalf. If you elect to roll the assets to an IRA that is subject to our management, we will charge you an asset-based fee as set forth in the agreement you executed with our firm. This practice presents a conflict of interest because persons providing investment advice on our behalf have an incentive to recommend a rollover to you for the purpose of generating fee-based compensation rather than solely based on your needs. You are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by our firm.

Refer to Item 20- *Additional Information* for further information.

Item 3 Table of Contents

Item 1 Cover Page	Page 1
Item 2 Summary of Material Changes	Page 2
Item 3 Table of Contents	Page 11
Item 4 Advisory Business	Page 12
Item 5 Fees and Compensation	Page 14
Item 6 Performance-Based Fees and Side-By-Side Management	Page 16
Item 7 Types of Clients	Page 17
Item 8 Methods of Analysis, Investment Strategies and Risk of Loss	Page 17
Item 9 Disciplinary Information	Page 26
Item 10 Other Financial Industry Activities and Affiliations	Page 26
Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	Page 28
Item 12 Brokerage Practices	Page 29
Item 13 Review of Accounts	Page 33
Item 14 Client Referrals and Other Compensation	Page 34
Item 15 Custody	Page 35
Item 16 Investment Discretion	Page 36
Item 17 Voting Client Securities	Page 36
Item 18 Financial Information	Page 36
Item 19 Requirements for State-Registered Advisers	Page 37
Item 20 Additional Information	Page 37

Item 4 Advisory Business

Description of Firm

Diastole Wealth Management, Inc. ("DWM") is a registered investment adviser based in Guilford, Connecticut. We are organized as a corporation under the laws of the State of Connecticut. We have been providing investment advisory services since May 2000. DWM is primarily owned by Elizabeth D. Eden, Elizabeth E. Cook, Ethan A. Eden, and Meredith P. Eden.

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

Investment Advisory Services

We offer discretionary and non-discretionary portfolio management services. Our investment advice is tailored to meet our clients' needs and investment objectives. We consider financial planning and consulting an integral aspect of the portfolio management process designed to assist our clients in reaching their financial and retirement goals. If you retain our firm for portfolio management services, we will meet with you to determine your investment objectives, risk tolerance, and other relevant information at the beginning of our advisory relationship. We will use the information we gather to develop a strategy that enables our firm to give you continuous and focused investment advice and/or to make investments on your behalf. As part of our portfolio management services, we will customize an investment portfolio for you according to your risk tolerance and investing objectives. Once we construct an investment portfolio for you, we will monitor your portfolio's performance on an ongoing basis, and will rebalance the portfolio as required by changes in market conditions and in your financial circumstances.

If you participate in our discretionary portfolio management services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow us to determine the specific securities, and the amount of securities, to be purchased or sold for your account without your approval prior to each transaction. Discretionary authority is typically granted by the investment advisory agreement you sign with our firm and the appropriate trading authorization forms. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased or sold for your account) by providing our firm with your restrictions and guidelines in writing.

We also offer non-discretionary portfolio management services. If you enter into non-discretionary arrangements with our firm, we must obtain your approval prior to executing any transactions on behalf of your account. You have an unrestricted right to decline to implement any advice provided by our firm on a non-discretionary basis.

Financial Planning and Consulting Services

We offer financial planning and consulting services which typically involve providing a variety of advisory services to clients regarding the management of their financial resources based upon an analysis of their individual needs. If you retain our firm for financial planning and consulting services, we will meet with you to gather information about your financial circumstances, investment goals, objectives, and risk tolerance. This service includes the generation of a comprehensive financial plan, consultations on wealth transfers, estate planning, retirement planning, education funding, and charitable gifting. Once we review and analyze the information you provide to our firm and the data derived from our financial planning software, we will deliver a written plan to you, designed to help you achieve your stated financial goals and objectives.

Financial plans are based on your financial situation at the time we present the plan to you, and on the financial information you provide to us. You must promptly notify our firm if your financial situation, goals, objectives, or needs change.

You are under no obligation to act on our financial planning recommendations. Should you choose to act on any of our recommendations, you are not obligated to implement the financial plan through any of our other investment advisory services. Moreover, you may act on our recommendations by placing securities transactions with any brokerage firm.

Private Investment Funds

DWM serves as the Adviser and Eden Investment Partners, LLC (an affiliate of DWM which is owned and controlled by Elizabeth Eden, Elizabeth Cook, and Ethan Eden) serves as the General Partner to Eden Partners Absolute Growth Fund, LP and Steamboat Fund, LP ("Funds"), each a private investment fund ("Fund"), and is responsible for the formulation and implementation of the Funds' investment strategies, evaluating and monitoring the Funds' investments and making all investment decisions for the Funds. Specifically, DWM will manage the assets of the Fund on a discretionary basis in accordance with the overall investment objectives of the Funds. DWM bases its advice to each Fund on the investment objectives set forth in the applicable private placement memorandum, organizational documents, investment management agreement, and/or subscription agreements, as the case may be (each and collectively, the "Governing Documents"). The Funds are available for investment only by institutional investors and other sophisticated, high-net worth investors, who meet the eligibility requirements of the applicable Fund set forth in their Governing Documents.

Investments in the Funds are not registered under the Securities Act of 1933, as amended, and are only offered after delivery of a private placement memorandum and execution of the subscription agreement and other offering documents. Investors and prospective investors should refer to each Fund's offering documents for a complete description of the risks, investment objectives and strategies, fees, the minimum initial capital contribution or commitment required, and other relevant information pertaining to investments in the Fund(s).

Selection of Other Advisers

We may recommend that you use the services of a third-party money manager ("TPMM") to manage all, or a portion of, your investment portfolio. After gathering information about your financial situation and objectives, we may recommend that you engage a specific TPMM or investment program. Factors that we take into consideration when making our recommendation(s) include, but are not limited to, the following: the TPMM's performance, methods of analysis, fees, your financial needs, investment goals, risk tolerance, and investment objectives. We will monitor the TPMM(s)' performance to ensure its management and investment style remains aligned with your investment goals and objectives.

Types of Investments

We primarily offer advice on exchange traded funds ("ETFs"), mutual funds, stocks, bonds, option contracts, certificates of deposit, US government securities, pooled investment vehicles, real estate limited partnerships, money market funds, real estate, and real estate investment trusts ("REITs"). Refer to the *Methods of Analysis, Investment Strategies and Risk of Loss* below for additional disclosures on this topic.

Additionally, we may advise you on various types of investments based on your stated goals and objectives. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship. Since our investment strategies and advice are based on each client's specific financial situation, the investment advice we provide to you may be different or conflicting with the advice we give to other clients regarding the same security or investment.

Wrap Fee Programs

We do not participate in any wrap fee programs.

IRA Rollover Recommendations

Effective December 20, 2021 (or such later date as the US Department of Labor ("DOL") Field Assistance Bulletin 2018-02 ceases to be in effect), for purposes of complying with the DOL's Prohibited Transaction Exemption 2020-02 ("PTE 2020-02") where applicable, we are providing the following acknowledgment to you. When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are 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. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

We benefit financially from the rollover of your assets from a retirement account to an account that we manage or provide investment advice, because the assets increase our assets under management and, in turn, our advisory fees. As a fiduciary, we only recommend a rollover when we believe it is in your best interest.

Assets Under Management

As of December 31, 2023, we provide continuous management services for \$223,750,000 in client assets on a discretionary basis, and \$162,450,000 in client assets on a non-discretionary basis.

Item 5 Fees and Compensation**Investment Advisory Fees**

Initial fees are due on the date Client enters into an agreement with the Firm. This fee is based on the beginning absolute value of the account(s) being managed on the inception date of the agreement, pro-rated from the inception date to the end of the next full billing period. On-going fees will be debited directly from Client accounts in advance and calculated quarterly based upon the market value of the account as of the last business day of the previous calendar quarter. Clients may terminate their relationship with DWM without penalty at any time upon written notice and they will receive a pro rata refund of any fees paid in advance. Fees will be billed in accordance with the following fee schedule:

Fee Schedule

Assets In Account	Consultant Fee	Standard Program Fee
First \$1,000,000	1.00%	.40%
Next \$1,000,000	.80%	.30%
Next \$1,000,000	.60%	.25%
Next \$1,000,000	.40%	.25%
Remainder	.20%	.25%

The Consultant Fee is charged for investment advisory services provided by DWM. The Standard Program Fee is charged for administrative services of DWM to service the Client Accounts. All Clients whose assets are managed in SMA's are charged both the Consultant Fee and the Standard Program Fee. Affiliated Fund assets managed by DWM will also be included in a Client's total assets under management and will be charged a Consultant Fee, however, such affiliated Fund assets will not be charged a Standard Program Fee.

Unless instructed to the contrary, DWM will directly debit each Client's account for the Consultant and Standard Program Fees payable to DWM. We will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when you have given our firm written authorization permitting the fees to be paid directly from your account. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. You should review all statements for accuracy.

Fees and minimum account sizes may be negotiable in certain circumstances as occasion may warrant in the judgment of DWM. Certain Clients may pay more or less than others depending upon the amount of assets, the complexity of account, the type of account, the anticipated trading activity and the amount for special services required to service the account. DWM may also have Clients with older fee arrangements which have been grandfathered.

Financial Planning and Consulting Services

We offer financial planning/consulting services, however, we do not charge fees for stand-alone financial planning/consulting services. All terms of our engagement will be evidenced in the agreement that you sign with our firm. Under no circumstances will we require prepayment of a fee in excess of \$1,200 for services not performed within six months of the advanced payment. You may terminate the agreement(s) upon written notice to our firm.

Private Fund Fees

All fees paid to DWM for portfolio management services and affiliated entities are separate and distinct from the fees and expenses charged by Eden Partners Absolute Growth Fund, LP and Steamboat Fund, LP ("Funds") to the investors in the Funds as members or partners of the private pooled investment vehicles. These fees and expenses are described in the Funds' offering documents. Such fees will generally include a management fee and other fund expenses. A client could possibly invest in the Funds directly, without our services. In that case, the client would not receive the services provided by DWM which are designed, among other things, to assist the client in determining if the

Funds are appropriate to the client's financial condition and objectives. Accordingly, the client should review both the fees charged by the Funds and DWM to fully understand the total amount of fees to be paid by the client and thereby evaluate the advisory services being provided.

Selection of Other Advisers

Our recommendations to use third party money managers ("TPMM") are included in our portfolio management fee. We do not charge you a separate fee for the selection of other advisers nor will we share in the advisory fee you pay directly to the TPMM. Advisory fees that you pay to the TPMM are established and payable in accordance with the Form ADV Part 2 or other equivalent disclosure document provided by each TPMM to whom you are referred. These fees may or may not be negotiable. You should review the recommended TPMM's brochure for information on its fees and services.

You may be required to sign an agreement directly with the recommended TPMM(s). You may terminate your advisory relationship with the TPMM according to the terms of your agreement with the TPMM. You should review each TPMM's brochure for specific information on how you may terminate your advisory relationship with the TPMM and how you may receive a refund, if applicable. You should contact the TPMM directly for questions regarding your advisory agreement with the TPMM.

Additional Fees and Expenses

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

Compensation for the Sale of Securities or Other Investment Products

Persons providing investment advice on behalf of our firm are licensed as independent insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. You are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

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

DWM serves as the Adviser and affiliate Eden Investment Partners, LLLC, General Partner, to Eden Partner's Absolute Growth Fund, LP and Steamboat Fund, LP in which clients may be solicited to invest. DWM, certain members of its management, and other knowledgeable employees may acquire, directly or indirectly, investment interests in the Funds or have other financial interests in the Funds. This presents a conflict of interest because DWM has investments in the Funds and/or can be compensated by the Funds.

We do not charge performance-based fees or participate in side-by-side management. Performance-based fees are fees which are based on the share of capital gain or capital appreciation of a client's account.

Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged a performance-based fee. We do not charge performance-based fees, nor do we provide side-by-side management.

Item 7 Types of Clients

We offer investment advisory services to individuals, high net worth individuals, and pooled investment vehicles. In general, we do not require a minimum dollar amount to open and maintain an advisory account. The minimum initial investment to invest in Eden Partner's Absolute Growth Fund, LP and Steamboat Fund, LP is \$200,000. DWM can accept lesser amounts in its sole discretion.

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

DWM will use one or more of the following methods of analyses or investment strategies when providing investment advice to clients, subject to the clients' investment objectives, risk tolerance, time horizons and stated guidelines:

Charting Analysis - involves the gathering and processing of price and volume pattern information for a particular security, sector, broad index or commodity. This price and volume pattern information is analyzed. The resulting pattern and correlation data is used to detect departures from expected performance and diversification and predict future price movements and trends.

Risk: Our charting analysis may not accurately detect anomalies or predict future price movements. Current prices of securities may reflect all information known about the security and day-to-day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

Technical Analysis - involves studying past price patterns, trends and interrelationships in the financial markets to assess risk-adjusted performance and predict the direction of both the overall market and specific securities.

Risk: The risk of market timing based on technical analysis is that our analysis may not accurately detect anomalies or predict future price movements. Current prices of securities may reflect all information known about the security and day-to-day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

Fundamental Analysis - involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience and expertise of the company's management, and the outlook for the company and its industry. The resulting data is used to measure the true value of the company's stock compared to the current market value.

Risk: The risk of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

Cyclical Analysis - a type of technical analysis that involves evaluating recurring price patterns and trends. Economic/business cycles may not be predictable and may have many fluctuations between long-term expansions and contractions.

Risk: The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

Modern Portfolio Theory - a theory of investment which attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, by carefully diversifying the proportions of various assets.

Risk: Market risk is that part of a security's risk that is common to all securities of the same general class (stocks and bonds) and thus cannot be eliminated by diversification.

Investment Strategies

DWM will use the following strategies in managing client accounts. Investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon the client's predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. The client's restrictions and guidelines may affect the composition of the client's portfolio.

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

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

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

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

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

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

Option Writing - a securities transaction that involves selling an option. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell a particular security at a specified price on or before the expiration date of the option. When an investor sells a call option, he or she must deliver to the buyer a specified number of shares if the buyer exercises the option. When an investor sells a put option, he or she must pay the strike price per share if the buyer exercises the option, and will receive the specified number of shares. The option writer/seller receives a premium (the market price of the option at a particular time) in exchange for writing the option.

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

Cash Management

We manage cash balances in your account based on the yield, and the financial soundness of the money markets and other short-term instruments.

Tax Considerations

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you consult with a tax professional regarding the investing of your assets.

Custodians and broker-dealers must report the cost basis of equities acquired in client accounts. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Risk of Loss

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

Economic Conditions

Changes in economic conditions, including, for example, interest rates, inflation rates, currency and exchange rates, industry conditions, competition, technological developments, trade relationships, supply-chain disruptions, economic sanctions, political and diplomatic events, economic sanctions, tax laws and innumerable other factors, can affect substantially and adversely the investment performance of Clients. Economic, political, and financial conditions, or industry or economic trends and developments, may, from time to time, and for varying periods of time, cause volatility, illiquidity or other potentially adverse effects in the financial markets. Economic or political turmoil, a deterioration of diplomatic relations or a natural or man-made disaster in a region or country where DWM's Client assets are invested may result in adverse consequences to such Clients. None of these conditions is or will be within the control of DWM, and no assurances can be given that DWM will anticipate these developments.

Other Risk Considerations

When evaluating risk, financial loss may be viewed differently by each client and may depend on many different risks, each of which may affect the probability and magnitude of any potential losses. The following risks may not be all-inclusive but should be considered carefully by a prospective client before retaining our services.

Liquidity Risk: The risk of being unable to sell your investment at a fair price at a given time due to high volatility or lack of active liquid markets. You may receive a lower price or it may not be possible to sell the investment at all.

Credit Risk: Credit risk typically applies to debt investments such as corporate, municipal, and sovereign fixed income or bonds. A bond issuing entity can experience a credit event that could impair or erase the value of an issuer's securities held by a client.

Inflation and Interest Rate Risk: Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of a client's future interest payments and principal. Inflation also generally leads to higher interest rates which may cause the value of many types of fixed income investments to decline.

Horizon and Longevity Risk: The risk that your investment horizon is shortened because of an unforeseen event, for example, the loss of your job. This may force you to sell investments that you were expecting to hold for the long term. If you must sell at a time that the markets are down, you may lose money. Longevity Risk is the risk of outliving your savings. This risk is particularly relevant for people who are retired or are nearing retirement.

Sector risks: Investing in a particular sector is subject to cyclical market conditions and charges.

Foreign investments risk: Non-U.S. investments, currency and commodity investments may contain additional risks associated with government, economic, political or currency volatility.

Emerging markets risk: Emerging markets can experience high volatility and risk in the short term.

Management risk: Investments managed by us vary with the success and failure of our investment strategies, research, analysis and determination of portfolio securities.

Market risk: Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of client investments. Stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. Common stock (or its equivalent) is generally exposed to greater risk than preferred stocks and debt obligations of an issuer.

Company risk: There is always a certain level of company or industry specific risk that is inherent in each investment. Although this risk can be reduced through appropriate diversification, it cannot be eliminated. There is the risk that the issuer will perform poorly or have its value reduced based on factors specific to the issuer or its industry. If the issuer experiences credit issues or defaults on debt, the value of the issuer may be reduced.

Cybersecurity Risk: The computer systems, networks and devices used by us and our service providers employ a variety of protections designed to prevent damage or interruption from computer viruses, network and computer failures and cyberattacks. Despite such protections, systems, networks

and devices potentially can be breached. Cyberattacks include, but are not limited to, gaining unauthorized access to digital systems for purposes of corrupting data, or causing operational disruption, as well as denial-of-service attacks on websites. Cyber incidents may cause disruptions and impact business operations, potentially resulting in financial losses, the inability of us or our service providers to trade, violations of privacy and other laws, regulatory fines, reputational damage, reimbursement costs and additional compliance costs, as well as the inadvertent release of confidential information.

Pandemic Risk: An epidemic outbreak and reactions to such an outbreak caused uncertainty in markets and businesses, including DWM's business, and adversely affected the performance of the global economy, including causing market volatility, market and business uncertainty and closures, supply chain and travel interruptions, the need for employees and vendors to work at external locations, and extensive medical absences. DWM has policies and procedures to address known situations, but because a large epidemic may create significant market and business uncertainties and disruptions, not all events that could affect DWM's business and/or the markets can be determined and addressed in advance.

Recommendation of Particular Types of Securities

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial information, liquidity needs and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio. It is important that you notify us immediately with respect to any material changes to your financial circumstances, including for example, a change in your current or expected income level, tax circumstances, or employment status. Because of the inherent risk of loss associated with investing, we are unable to represent, guarantee or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

We recommend various types of securities and we do not primarily recommend one particular type of security over another since each client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. A description of the types of securities we may recommend to you and some of their inherent risks are provided below.

Money Market Funds: A money market fund is technically a security. The fund managers attempt to keep the share price constant at \$1 per share. However, there is no guarantee that the share price will stay at \$1 per share. If the share price goes down, you can lose some or all of your principal. The U.S. Securities and Exchange Commission ("SEC") notes that "While investor losses in money market funds have been rare, they are possible." In return for this risk, you should earn a greater return on your cash than you would expect from a Federal Deposit Insurance Corporation ("FDIC") insured savings account (money market funds are not FDIC insured). Next, money market fund rates are variable. In other words, you do not know how much you will earn on your investment next month. The rate could go up or go down. If it goes up, that may result in a positive outcome. However, if it goes down and you earn less than you expected to earn, you may end up needing more cash. A final risk you are taking with money market funds has to do with inflation. Because money market funds are considered to be safer than other investments like stocks, long-term average returns on money market funds tends to be less than long term average returns on riskier investments. Over long periods of time, inflation can eat away at your returns.

Certificates of Deposit: Certificates of deposit ("CD") are generally a safe type of investment since they are insured by the Federal Deposit Insurance Company ("FDIC") up to a certain amount. However, because the returns are generally low, there is risk that inflation outpaces the return of the CD. Certain CDs are traded in the marketplace and not purchased directly from a banking institution. In addition to trading risk, when CDs are purchased at a premium, the premium is not covered by the FDIC.

Municipal Securities: Municipal securities, while generally thought of as safe, can have significant risks associated with them including, but not limited to: the credit worthiness of the governmental entity that issues the bond; the stability of the revenue stream that is used to pay the interest to the bondholders; when the bond is due to mature; and, whether or not the bond can be "called" prior to maturity. When a bond is called, it may not be possible to replace it with a bond of equal character paying the same amount of interest or yield to maturity.

Bonds: Investments in bonds involve interest rate and credit risks. Bond values change according to changes in interest rates, inflation, credit climate and issue credit quality. Interest rate increases will reduce the value of a bond. Longer term bonds are more susceptible to interest rate variations than shorter term, lower yield bonds.

Stocks: There are numerous ways of measuring the risk of equity securities (also known as "equities" or "stock"). In very broad terms, the value of a stock depends on the financial health of the company issuing it. However, stock prices can be affected by many other factors including, but not limited to the class of stock (for example, preferred or common); the health of the market sector of the issuing company; and the overall health of the economy. In general, larger, better established companies ("large cap") tend to be safer than smaller start-up companies ("small cap") are but the mere size of an issuer is not, by itself, an indicator of the safety of the investment.

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

ETFs may have tracking error risks. For example, the ETF investment adviser may not be able to cause the ETF's performance to match that of its Underlying Index or other benchmark, which may negatively affect the ETF's performance. In addition, for leveraged and inverse ETFs that seek to track the performance of their Underlying Indices or benchmarks on a daily basis, mathematical compounding may prevent the ETF from correlating with performance of its benchmark. In addition, an ETF may not have investment exposure to all of the securities included in its Underlying Index, or its

weighting of investment exposure to such securities may vary from that of the Underlying Index. Some ETFs may invest in securities or financial instruments that are not included in the Underlying Index, but which are expected to yield similar performance.

Real Estate: Real estate is increasingly being used as part of a long-term core strategy due to increased market efficiency and increasing concerns about the future long-term variability of stock and bond returns. In fact, real estate is known for its ability to serve as a portfolio diversifier and inflation hedge. However, the asset class still bears a considerable amount of market risk. Real estate has shown itself to be very cyclical, somewhat mirroring the ups and downs of the overall economy. In addition to employment and demographic changes, real estate is also influenced by changes in interest rates and the credit markets, which affect the demand and supply of capital and thus real estate values. Along with changes in market fundamentals, investors wishing to add real estate as part of their core investment portfolios need to look for property concentrations by area or by property type. Because property returns are directly affected by local market basics, real estate portfolios that are too heavily concentrated in one area or property type can lose their risk mitigation attributes and bear additional risk by being too influenced by local or sector market changes.

Real Estate Investment Trust: A real estate investment trust ("REIT") is a corporate entity which invests in real estate and/or engages in real estate financing. A REIT reduces or eliminates corporate income taxes. REITs can be publicly or privately held. Public REITs may be listed on public stock exchanges. REITs are required to declare 90% of their taxable income as dividends, but they actually pay dividends out of funds from operations, so cash flow has to be strong or the REIT must either dip into reserves, borrow to pay dividends, or distribute them in stock (which causes dilution). After 2012, the IRS stopped permitting stock dividends. Most REITs must refinance or erase large balloon debts periodically. The credit markets are no longer frozen, but banks are demanding, and getting, harsher terms to re-extend REIT debt. Some REITs may be forced to make secondary stock offerings to repay debt, which will lead to additional dilution of the stockholders. Fluctuations in the real estate market can affect the REIT's value and dividends.

Limited Partnerships: A limited partnership is a financial affiliation that includes at least one general partner and a number of limited partners. The partnership invests in a venture, such as real estate development or oil exploration, for financial gain. The general partner has management authority and unlimited liability. The general partner runs the business and, in the event of bankruptcy, is responsible for all debts not paid or discharged. The limited partners have no management authority and their liability is limited to the amount of their capital commitment. Profits are divided between general and limited partners according to an arrangement formed at the creation of the partnership. The range of risks are dependent on the nature of the partnership and disclosed in the offering documents if privately placed. Publicly traded limited partnership have similar risk attributes to equities. However, like privately placed limited partnerships their tax treatment is under a different tax regime from equities. You should speak to your tax adviser in regard to their tax treatment.

Private Placements: A private placement (nonpublic offering) is an illiquid security sold to qualified investors and are not publicly traded nor registered with the Securities and Exchange Commission. Private placements generally carry a higher degree of risk due to illiquidity. Most securities that are acquired in a private placement will be restricted securities and must be held for an extended amount of time and therefore cannot be sold easily. Investments in hedge funds and other private investment funds may underperform publicly offered and traded securities because such investments:

- typically require investors to lock up their assets for a period and may be unable to meet - redemption requests during adverse economic conditions;
- have limited or no liquidity because of restrictions on the transfer of, and the absence of a market for, interests in these funds;

- are more difficult for to monitor and value due to a lack of transparency and publicly available information about these funds;
- may have higher expense ratios and involve more inherent conflicts of interest than publicly traded investments; and
- involve different risks than investing in registered funds and other publicly offered and traded securities. These risks may include those associated with more concentrated, less diversified investment portfolios, investment leverage and investments in less liquid and non-traditional asset classes.

DWM bases its advice to such private investment funds on the investment objectives and restrictions (if any) set forth in the applicable private placement memorandum, organizational documents, investment management agreement, and/or subscription agreements. Please refer to the Funds' offering documents for further information regarding methods of analysis, investment strategies, and risk of loss.

Options Contracts: Options are complex securities that involve risks and are not suitable for everyone. Option trading can be speculative in nature and carry substantial risk of loss. It is generally recommended that you only invest in options with risk capital. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an underlying asset at a specific price on or before a certain date (the "expiration date"). The two types of options are calls and puts:

A call gives the holder the right to buy an asset at a certain price within a specific period of time. Calls are similar to having a long position on a stock. Buyers of calls hope that the stock will increase substantially before the option expires.

A put gives the holder the right to sell an asset at a certain price within a specific period of time. Puts are very similar to having a short position on a stock. Buyers of puts hope that the price of the stock will fall before the option expires.

Selling options is more complicated and can be even riskier.

The option trading risks pertaining to options buyers are:

- Risk of losing your entire investment in a relatively short period of time.
- The risk of losing your entire investment increases if, as expiration nears, the stock is below the strike price of the call (for a call option) or if the stock is higher than the strike price of the put (for a put option).
- European style options which do not have secondary markets on which to sell the options prior to expiration can only realize its value upon expiration.
- Specific exercise provisions of a specific option contract may create risks.
- Regulatory agencies may impose exercise restrictions, which stops you from realizing value.

The option trading risks pertaining to options sellers are:

- Options sold may be exercised at any time before expiration.
- Covered Call traders forgo the right to profit when the underlying stock rises above the strike price of the call options sold and continues to risk a loss due to a decline in the underlying stock.
- Writers of Naked Calls risk unlimited losses if the underlying stock rises.
- Writers of Naked Puts risk substantial losses if the underlying stock drops.
- Writers of naked positions run margin risks if the position goes into significant losses. Such risks may include liquidation by the broker.

- Writers of call options could lose more money than a short seller of that stock could on the same rise on that underlying stock. This is an example of how the leverage in options can work against the option trader.
- Writers of Naked Calls are obligated to deliver shares of the underlying stock if those call options are exercised.
- Call options can be exercised outside of market hours such that effective remedy actions cannot be performed by the writer of those options.
- Writers of stock options are obligated under the options that they sold even if a trading market is not available or that they are unable to perform a closing transaction.
- The value of the underlying stock may surge or decline unexpectedly, leading to automatic exercises.

Other option trading risks are:

- The complexity of some option strategies is a significant risk on its own.
- Option trading exchanges or markets and option contracts themselves are open to changes at all times.
- Options markets have the right to halt the trading of any options, thus preventing investors from realizing value.
- Risk of erroneous reporting of exercise value.
- If an options brokerage firm goes insolvent, investors trading through that firm may be affected.
- Internationally traded options have special risks due to timing across borders.

Risks that are not specific to options trading include market risk, sector risk and individual stock risk. Option trading risks are closely related to stock risks, as stock options are a derivative of stocks.

We may recommend the use of both third-party advisers and/or sub-advisers (collectively SAM as described above) for a portion of client assets if applicable, based on each clients' total portfolio size, taxability, diversification requirements, and the availability and cost of various strategies. These accounts are reviewed as part of the normal course of each client's review. From time to time we may also review collectively all the accounts that we have with a SAM.

Third-Party Money Manager Analysis

We may recommend the use of third-party money managers for a portion of client assets if applicable, based on each client's total portfolio size, taxability, diversification requirements, and the availability and cost of various strategies. We examine the experience, expertise, investment philosophies, and past performance of independent third-party money managers in an attempt to determine if that third-party money manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the third-party money manager's underlying holdings, strategies, concentrations and leverage as part of our overall periodic risk assessment. Additionally, as part of our due diligence process, we survey the third- party money manager's compliance and business enterprise risks. These accounts are reviewed as part of the normal course of each client's review.

A risk of investing with a third-party money manager who has been successful in the past is that the manager may not be able to replicate the success in the future. In addition, as we do not control the underlying investments in a third-party money manager's portfolio, there is also a risk the manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. Moreover, as we do not control the manager's daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputation deficiencies.

Item 9 Disciplinary Information

We are required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management. Our firm or a management person has been involved in the event(s) described below.

Regulatory Action

On September 10, 2021, the Securities Exchange Commission ("SEC") issued a Settled Order ("Order") to which Diastole Wealth Management, Inc. ("DWM") and Elizabeth Eden, Co-Founder and Chief Compliance Officer ("Respondents"), consented without admitting or denying the findings of the Order to settle Case Number: 3-20534. The Order finds that the Respondents violated certain provisions of the Investment Advisers Act of 1940 and orders that: Respondents are censured, Respondents ordered to cease and desist from committing or causing any violations and any future violations of the Investment Advisers Act of 1940, DWM pay a civil penalty of \$100,000 and Ms. Eden pay a civil penalty of \$60,000, and Ms. Eden is limited in her activities from serving as a chief compliance officer. DWM agreed to engage an independent compliance consultant to review certain aspects of DWM's compliance program and make recommendations.

On May 1, 2019, the SEC found that the Respondents did not adequately disclose certain conflicts of interest relating to the investments made by a private fund they advised, Eden Partners Absolute Growth Fund ("EPAG"), in notes issued by Market 76, Inc ("M76"), an affiliated company owned by Ms. Eden's son. According to the Order, a portion of the proceeds from the EPAG investment in M76 were transferred to DWM as repayment of loans that DWM previously had made to M76. EPAG has been reimbursed for that portion of EPAG's investment in M76 that was transferred to DWM. The Order also found that DWM did not timely deliver audited financial statements for EPAG to the Fund's investors.

Further details on these matters related to DWM's disciplinary history can be found on the IAPD. The IAPD link is www.adviserinfo.sec.gov.

Item 10 Other Financial Industry Activities and Affiliations

Arrangements with Affiliated Entities

Private Funds

DWM serves as the Adviser and our affiliated entity, Eden Investment Partners, LLC, is the General Partner to Eden Partners Absolute Growth Fund, LP and Steamboat Fund, LP ("Funds"), private pooled investment vehicles in which our clients are solicited to invest. The Fund is offered to certain sophisticated investors, who meet certain requirements under applicable state and/or federal securities laws. Investors to whom the Fund is offered will receive a private placement memorandum and other offering documents. The terms and conditions for participation in the Fund, including management and/or performance-based fees, conflicts of interest, risk factors, and liquidity constraints, are set forth in the Fund's offering document. The fees charged by the Fund are separate and apart from DWM's advisory fees. Clients should refer to the offering documents for a complete description of the fees, investment objectives, risks and other relevant information associated with investing in the Fund. Persons affiliated with DWM have made an investment in the Fund and may have an incentive to recommend the Fund over other investments.

The Eden Partners Absolute Growth Fund, LP holds bonds in an affiliated entity, Market 76, which is owned and operated by Elizabeth Eden's son. This presents a conflict of interest because DWM owns and has investments in and is compensated by, the Fund. Therefore, DWM has a financial incentive to recommend the Fund to its clients. These conflicts are mitigated by DWM's fiduciary obligation to act in

the best interest of clients, contractual limitations that govern DWM's activities as adviser or general partner, as applicable, and the requirement that DWM not to place its interests before clients' interests when managing the Fund. Clients who are investors in the Fund should refer to the Fund's offering documents for detailed disclosures regarding the Fund. These bonds are excluded from the total assets of the Fund on which the Limited Partner's management fee is calculated. DWM does not charge fees on the M76 bonds held in EPAG.

Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Unlike liquid investments that a client may maintain, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified or investment in the fund and acknowledges and accepts the various risk factors that are associated with such an investment.

DWM and certain members of its management have acquired, directly or indirectly, investment interests in the Fund or have other financial interests (e.g., General Partner) in the Fund. As Investors, they have an incentive to devote more time to the Fund than to Clients or to provide limited investment opportunities to the Fund instead of Clients. Furthermore, they may have an incentive to recommend the Fund rather than recommending other investments. DWM addresses these conflicts by disclosing them in this brochure and in the offering documents of the Fund. While DWM believes these relationships are commonplace in the investment industry and bring added value to Clients, the members of DWM's management and all DWM employees are fiduciaries and are required to act at all times in accordance with DWM's Code of Ethics and to act only in the best interest of their Clients.

Northcreek Funds

The Eden Partners Absolute Growth Fund, LP also has invested in a series of unaffiliated private equity funds, Northcreek Fund II, III, and IV. Additionally, the Fund has also invested in Northcreek Fund I for which Elizabeth Eden serves as one of the general partners and receives compensation in the amount of 30% of the total general partnership interest. Elizabeth Eden has decided not to receive this compensation directly and instead, assigns this compensation to the Eden Partners Absolute Growth Fund LP for the benefit of its limited partners.

This presents a conflict of interest because as noted above DWM owns and has investments in, and is compensated by, the Fund. Therefore, DWM has a financial incentive to recommend the Fund to its clients. These conflicts are mitigated by DWM's fiduciary obligation to act in the best interest of clients, contractual limitations that govern DWM's activities as adviser or general partner, as applicable, and the requirement that DWM not to place its interests before clients' interests when managing the Fund. Clients who are investors in the Fund should refer to the Fund's offering documents for detailed disclosures regarding the Fund.

DWM and certain members of its management have acquired, directly or indirectly, investment interests in the Fund or have other financial interests (e.g., General Partner) in the Fund. As Investors, they have an incentive to devote more time to the Fund than to Clients or to provide limited investment opportunities to the Fund instead of Clients. Furthermore, they may have an incentive to recommend the Fund rather than recommending other investments. DWM addresses these conflicts by disclosing them in this brochure and in the offering documents of the Fund. While DWM believes these relationships are commonplace in the investment industry and bring added value to Clients, the members of DWM's management and all DWM employees are fiduciaries and are required to act at all times in accordance with DWM's Code of Ethics and to act only in the best interest of their Clients.

Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Unlike liquid investments that a client may maintain, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified or investment in the fund and acknowledges and accepts the various risk factors that are associated with such an investment.

Insurance

Persons providing investment advice on behalf of our firm may be licensed as insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate from our advisory fees. See the *Fees and Compensation* section in this brochure for more information on the compensation received by insurance agents who are affiliated with our firm.

Recommendation of Other Advisers

We may recommend that you use a third-party money manager ("TPMM") based on your needs and suitability. We will not receive separate compensation, directly or indirectly, from the TPMM for recommending that you use their services. Moreover, we do not have any other business relationships with the recommended TPMM(s). Refer to the *Advisory Business* section above for additional disclosures on this topic.

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

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for persons associated with our firm. DWM has implemented a Code of Ethics that defines our fiduciary commitment to each client. The Code of Ethics addresses topics such as employee ethics, insider trading, and conflicts of interest. The Code of Ethics applies to all persons associated with DWM. The Code of Ethics was developed to provide general ethical guidelines and specific instructions regarding our duties to the client. DWM and all persons associated with DWM owe a duty of loyalty, fairness and good faith towards each client. It is the obligation of persons associated with DWM to adhere not only to the specific provisions of the Code of Ethics, but also to the general principles that guide the Code of Ethics. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, nonpublic information about you or your account holdings by persons associated with our firm.

DWM will provide a complete copy of its Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions

DWM and its affiliated entity serves as general partner and advisor to Eden Investment Partners, LLC and Steamboat Fund, LP ("Funds") in which clients may be solicited to invest. DWM, certain members of its management may acquire, directly or indirectly, investment interests in the Funds or have other financial interests (e.g. General Partner) in the Funds. This presents a conflict of interest because DWM has investments and/or is compensated by Funds. Conflicts that arise are mitigated through DWM's fiduciary obligation to act in the best interest of clients, contractual limitations that

govern DWM's activities as adviser or general partner, as applicable, and the requirement of DWM not to place its interests before its clients' interests when managing the Funds. Clients who are investors of the Fund should, refer to the Fund's offering documents for detailed disclosures regarding the Fund.

Personal Trading Practices

Our firm or persons associated with our firm may buy or sell the same securities that we recommend to you or securities in which you are already invested. Owning the same securities recommended (purchase or sell) to clients presents a conflict of interest that, as fiduciaries, must be disclosed to clients and mitigated through policies and procedures. As noted above, DWM has adopted the Code of Ethics to address insider trading (material non-public information controls); gifts and entertainment; outside business activities and personal securities reporting. When trading for personal accounts, Supervised Persons have a conflict of interest if trading in the same securities as recommended (purchase or sell) to clients. The fiduciary duty to act in the best interest of its clients can be violated if personal trades are made with more advantageous terms than client trades, or by trading based on material non-public information. This risk is mitigated by DWM requiring reporting of personal securities trades by its Supervised Persons for review by the Chief Compliance Officer ("CCO") or delegate. DWM has also adopted written policies and procedures to detect the misuse of material, non-public information.

Aggregated Trading

Our firm or persons associated with our firm may buy or sell securities for you at the same time we or persons associated with our firm buy or sell such securities for our own account. We may also combine our orders to purchase securities with your orders to purchase securities ("aggregated trading"). Refer to the *Brokerage Practices* section in this brochure for information on our aggregated trading practices.

A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To eliminate this conflict of interest, it is our policy that neither our firm nor persons associated with our firm shall have priority over your account in the purchase or sale of securities.

Item 12 Brokerage Practices

The Custodian and Brokers We Use

DWM will generally recommend that clients establish their advisory account[s] at Charles Schwab & Co., Inc. ("Schwab") , a FINRA-registered broker-dealer and member of SIPC. Client assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. Schwab will serve as the "qualified custodian." DWM maintains an institutional relationship with Schwab, whereby we receive economic benefits from Schwab. DWM does not maintain custody of Clients assets that we manage, although we may be deemed to have custody of Clients assets if Clients give us authority to withdraw assets from Client accounts (see Item 15—Custody, below).

DWM is independently owned and operated and is not affiliated with Schwab. Schwab will hold Client assets in a brokerage account and buy and sell securities when we instruct them to. While DWM recommends that Clients use Schwab as custodian/broker, Clients will decide whether to do so and will open the account with Schwab by entering into an account agreement directly with them. Conflicts of interest associated with this arrangement are described below. Clients should consider these conflicts of interest when selecting the custodian.

DWM does not open the account for Clients, although we may assist Clients in doing so. Even though Client accounts are maintained at Schwab, and we anticipate that most trades will be executed through Schwab, DWM can still use other brokers to execute trades for Client accounts as described below (see "Your brokerage and custody costs").

How We Select Brokers/Custodians

When appropriate for certain clients, DWM seeks to recommend Schwab, a custodian/broker that will hold Client assets and execute transactions. When considering whether the terms that Schwab provides are, overall, most advantageous to Clients when compared with other available providers and their services, we take into account a wide range of factors, including:

- 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
- Reputation, financial strength, security and stability
- Prior service to us and our clients
- Services delivered or paid for by Schwab

Your Brokerage and Custody Costs

For the clients' accounts that Schwab maintains, Schwab generally does not charge Clients separately for custody services but is compensated by charging Clients 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 a Client's account in Schwab's Cash Features Program. Schwab charges Clients a flat dollar amount as a "prime broker" or "trade away" fee for each trade that DWM has executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into a Client's Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, DWM has Schwab execute most trades for Client accounts.

DWM is 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 DWM is 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 Client 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 Clients may pay lower transaction costs.

Products and Services Available to Us From Schwab

Schwab Advisor Services™ is Schwab's business serving independent investment advisory firms like DWM. They provide DWM 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 DWM.

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

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

Services that do not directly benefit you. Schwab also makes available to DWM other products and services that benefit us but do not directly benefit Clients or Client accounts. 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. DWM uses this research to service all or a substantial number of our Clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

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

Services That Generally Benefit Only Us. Schwab also offers other services intended to help DWM 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. If you did not maintain your account with Schwab, the Advisor would be required to pay for these services from our own resources.

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. DWM does not 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 recommend 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. DWM believes, however, that taken in the aggregate, DWM's recommendation of Schwab as custodian and broker, when appropriate for certain clients, is in the best interests of Clients. DWM's 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 DWM.

Funds Custodian

DWM also utilizes UBS Financial Services, Inc ("UBS") a FINRA-registered broker-dealer and member of SIPC. UBS will serve as the "qualified custodian" for Eden Partners Absolute Growth Fund, LP and Steamboat Fund LP ("Funds"). DWM maintains an institutional relationship with UBS whereby we receive economic benefits from UBS as the custodian for the Funds. DWM is independently owned and operated and is not affiliated with UBS. DWM will have access to the Funds' funds and securities since an affiliated entity, Eden Investment Partners, LLC serves as the General Partner to the Funds, and therefore DWM is deemed to have custody over such funds and securities (see Item 15—Custody, below). DWM believes that UBS provides quality execution services at competitive prices. Price is not the sole factor DWM considers in evaluating best execution. DWM also considers the quality of the brokerage services provided by UBS including the value of the firm's reputation, execution capabilities, commission rates, and responsiveness. In recognition of the value of the services UBS provides, clients may pay higher commissions and/or trading costs than those that may be available elsewhere.

Brokerage Referrals

DWM does receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research. DWM does not compensate non-employee (outside) consultants, individuals, and/or entities for client referrals.

Soft Dollars

Soft dollars are revenue programs offered by broker dealers/custodians whereby an advisor enters into an agreement to place security trades with a broker-dealer/custodian in exchange for research and other services. DWM does not participate in soft dollar programs sponsored or offered by any broker dealer/custodian. However, we receive certain economic benefits from the custodian(s).

Directed Brokerage

We routinely require that you direct our firm to execute transactions through the established accounts at the Custodian(s). As such, we may be unable to achieve the most favorable execution of your transactions and you may pay higher brokerage commissions than you might otherwise pay through another broker-dealer that offers the same types of services. Not all advisers require their clients to direct brokerage.

Aggregated Trades

We combine multiple orders for shares of the same securities purchased for discretionary advisory accounts we manage (this practice is commonly referred to as "aggregated trading"). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. Generally, participating accounts will pay a fixed transaction cost regardless of the number of shares transacted. In certain cases, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs on any given day. In the event an order is only partially filled, the shares will be allocated to participating accounts in a fair and equitable manner, typically in proportion to the size of each client's order. Accounts owned by our firm or persons associated with our firm may participate in aggregated trading with your accounts; however, they will not be given preferential treatment.

We do not aggregate trades for non-discretionary accounts. Accordingly, non-discretionary accounts may pay different costs than discretionary accounts pay. If you enter into non-discretionary arrangements with our firm, we may not be able to buy and sell the same quantities of securities for you and you may pay higher commissions, fees, and/or transaction costs than clients who enter into discretionary arrangements with our firm.

Mutual Fund Share Classes

Mutual funds are sold with different share classes, which carry different cost structures. Each available share class is described in the mutual fund's prospectus. When we purchase, or recommend the purchase of, mutual funds for a client, we select the share class that is deemed to be in the client's best interest, taking into consideration the availability of advisory, institutional or retirement plan share classes, initial and ongoing share class costs, transaction costs (if any), tax implications, cost basis and other factors. We also review the mutual funds held in accounts that come under our management to determine whether a more beneficial share class is available, considering cost, tax implications, and the impact of contingent or deferred sales charges.

Item 13 Review of Accounts**Portfolio Management Reviews**

Each of DWM's investment advisor representatives will review and monitor their respective clients' accounts on a monthly basis and will conduct account reviews at least annually, to ensure the advisory services provided to you are consistent with your investment needs and objectives. Additional reviews may be conducted based on various circumstances, including, but not limited to: contributions and withdrawals; year-end tax planning; market moving events; security specific events, and/or, changes in your risk/return objectives. You will receive trade confirmations and monthly or quarterly statements from your account custodian(s).

We will provide you with additional or regular written reports in conjunction with account reviews. Reports we provide to you will contain relevant account and/or market-related information such as an inventory of account holdings and account performance, etc. You will receive trade confirmations and monthly or quarterly statements from your account custodian(s).

Financial Plan Reviews

Each of DWM's investment advisor representatives will review and monitor their respective clients' financial plans as needed. These reviews are provided as part of the portfolio management contracted services. We do not assess additional fees for financial plan reviews. Generally, we will contact you periodically to determine whether any updates may be needed based on changes in your circumstances. Changed circumstances may include, but are not limited to marriage, divorce, birth, death, inheritance, lawsuit, retirement, job loss and/or disability, among others. We recommend meeting with you at least annually to review and update your plan if needed. Additional reviews will be conducted upon your request. Written updates to the financial plan may be provided in conjunction with the review. If you implement financial planning advice, you will receive trade confirmations and monthly or quarterly statements from relevant custodians.

Private Fund Reviews

Each of the Private Funds are reviewed at least on a monthly basis. Limited partners will receive quarterly performance information based on the valuation reports received monthly from each Fund's administrator.

Item 14 Client Referrals and Other Compensation

Charles Schwab & Co., Inc - Institutional

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. We benefit from the products and services provided because the cost of these services would otherwise be borne directly by us, and this creates a conflict. You should consider these conflicts of interest when selecting a custodian. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12—Brokerage Practices).

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

We do not receive any compensation from any third-party in connection with providing investment advice to you nor do we compensate any individual or firm for client referrals.

Refer to the *Brokerage Practices* section above for disclosures on research and other benefits we may receive resulting from our relationship with your account custodian.

Item 15 Custody

Debit Fees

All clients must place their assets with a "qualified custodian." Clients are required to engage the custodian to retain their funds and securities and direct DWM to utilize that custodian for the client's security transactions. Under securities 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 maintains actual custody of your assets. Clients should review statements provided by the custodian at least quarterly, and compare to any reports provided by DWM to ensure accuracy, as the custodian does not perform this review. For more information about custodians and brokerage practices, see Item 12 – Brokerage Practices.

Private Funds

DWM serves as the Adviser and our affiliated entity, Eden Investment Partners, LLC, is the General Partner to Eden Partners Absolute Growth Fund, LP and Steamboat Fund, LP ("Funds"), private pooled investment vehicles in which our clients are solicited to invest. The Funds are offered to certain sophisticated investors, who meet certain requirements under applicable state and/or federal securities laws. Investors to whom the Funds are offered will receive a private placement memorandum and other offering documents. The fees charged by the Funds are separate and apart from our advisory fees. Investors should refer to the offering documents for a complete description of the fees, investment objectives, risks and other relevant information associated with investing in the Funds. Persons affiliated with our firm made an investment in the Funds and have an incentive to recommend the Funds over other investments.

DWM will have access to the Funds' funds and securities since an affiliated entity, Eden Investment Partners, LLC serves as the General Partner to the Funds, and therefore DWM is deemed to have custody over such funds and securities. We are required by applicable regulations to provide each investor in the Funds with audited annual financial statements. If you are an investor in the Funds and have questions regarding the financial statements or if you did not receive a copy, contact us directly at (203) 458-5220.

Wire Transfer and/or Standing Letter of Authorization

Our firm, or persons associated with our firm, may effect wire transfers from client accounts to one or more third parties designated, in writing, by the client without obtaining written client consent for each separate, individual transaction as long as the client has provided us with written authorization to do so. Such written authorization is known as a Standing Letter of Authorization. An adviser with authority to conduct such third-party wire transfers has access to the client's assets, and therefore has custody of the client's assets in any related accounts.

However, we do not have to obtain a surprise annual audit, as we otherwise would be required to by reason of having custody, as long as we meet the following criteria:

1. You provide a written, signed instruction to the qualified custodian that includes the third party's name and address or account number at a custodian;
2. You authorize us in writing to direct transfers to the third party either on a specified schedule or from time to time;
3. Your qualified custodian verifies your authorization (e.g., signature review) and provides a transfer of funds notice to you promptly after each transfer;
4. You can terminate or change the instruction;
5. We have no authority or ability to designate or change the identity of the third party, the

- address, or any other information about the third party;
6. We maintain records showing that the third party is not a related party to us nor located at the same address as us; and
 7. Your qualified custodian sends you, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

The qualified custodian of each client account sends or makes available, at least on a quarterly basis account statements directly to each client. We urge clients to carefully review these account statements from their qualified custodians compare to any reports provided by DWM to ensure accuracy, as the custodian does not perform this review..

Item 16 Investment Discretion

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

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

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

DWM, or an affiliate, provides investment advisory services to the Funds on a discretionary basis and therefore has the authority to determine the underlying funds and/or securities to be bought or sold, the amount of securities to be bought or sold, the broker-dealers to be used and any fees to be paid by the Funds.

Item 17 Voting Client Securities

We will not vote proxies on behalf of your advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of applicable securities, you are responsible for exercising your right to vote as a shareholder.

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

Item 18 Financial Information

Payable Notes

DWM is owned by Elizabeth Cook, Elizabeth Eden and her son, Ethan Eden who also worked at DWM, and Ethan's wife Meredith P. Eden, who is CFO of DWM. Ethan left DWM and formed software companies ("Companies") to make tools to help small investment advisers. In 2017, DWM periodically made loans to the Companies that Eden's son principally owned and operated and any portion of the Eden Partners Absolute Growth Fund, LP ("EPAG Fund")'s investment in the Companies could be used to repay loans DWM had made to the Companies. Between May 2017 and July 2017, DWM and Eden caused the EPAG Fund to purchase convertible notes totaling \$446,000 from the Companies. These investments were evidenced by six separate notes payable from the Companies to the EPAG Fund or the EPAG Fund's general partner, Eden Investment Partners, LLC. The notes all had two-year terms. EPAG Fund's limited partners were all also individual advisory clients. Several of DWM's client invested in the software companies.

The above creates material conflict of interests due to the family relationship between Eden and her son, several of DWM's client invested in the software companies, EPAG Fund invested in Eden's son's companies, and the Companies owed periodic debts to DWM as the investment amounts could and would be used to pay off loans DWM. DWM addresses these conflicts by disclosing them in this brochure and in the offering documents and providing the *"Disclosure and Conflicts of Interest Waiver"* to certain DWM individual clients and EPAG Fund investors.

All of the EPAG Fund's investors, or limited partners, are individual clients of DWM, and therefore DWM and Eden owe a fiduciary duty to both the fund and the fund's limited partners. The members of DWM's management and all DWM employees are fiduciaries and are required to act at all times in accordance with DWM's Code of Ethics and to act only in the best interest of clients.

We do not require the prepayment of more than \$1,200 in fees six or more months in advance. Therefore, we are not required to include a financial statement with this brochure.

We have not filed a bankruptcy petition at any time in the past ten years.

Item 19 Requirements for State-Registered Advisers

We are a federally registered investment adviser; therefore, we are not required to respond to this item.

Item 20 Additional Information

Trade Errors

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

Class Action Lawsuits

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.

IRA Rollover Considerations

As part of our investment advisory services to you, we may recommend that you withdraw the assets from your employer's retirement plan and roll the assets over to an individual retirement account ("IRA") that we will manage on your behalf. If you elect to roll the assets to an IRA that is subject to our management, we will charge you an asset-based fee as set forth in the agreement you executed with our firm. This practice presents a conflict of interest because persons providing investment advice on our behalf have an incentive to recommend a rollover to you for the purpose of generating fee-based compensation rather than solely based on your needs. You are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by our firm.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of:

1. Leaving the funds in your employer's (former employer's) plan.
2. Moving the funds to a new employer's retirement plan.
3. Cashing out and taking a taxable distribution from the plan.
4. Rolling the funds into an IRA rollover account.

Each of these options has advantages and disadvantages and before making a change we encourage you to speak with your CPA and/or tax attorney.

If you are considering rolling over your retirement funds to an IRA for us to manage here are a few points to consider before you do so:

1. Determine whether the investment options in your employer's retirement plan address your needs or whether you might want to consider other types of investments.
 - a. Employer retirement plans generally have a more limited investment menu than IRAs.
 - b. Employer retirement plans may have unique investment options not available to the public such as employer securities, or previously closed funds.
2. Your current plan may have lower fees than our fees.
 - a. If you are interested in investing only in mutual funds, you should understand the cost structure of the share classes available in your employer's retirement plan and how the costs of those share classes compare with those available in an IRA.
 - b. You should understand the various products and services you might take advantage of at an IRA provider and the potential costs of those products and services.
3. Our strategy may have higher risk than the option(s) provided to you in your plan.
4. Your current plan may also offer financial advice.
5. If you keep your assets titled in a 401k or retirement account, you could potentially delay your required minimum distribution beyond age 72.
6. Your 401k may offer more liability protection than a rollover IRA; each state may vary.
 - a. Generally, federal law protects assets in qualified plans from creditors. Since 2005, IRA assets have been generally protected from creditors in bankruptcies. However, there can be some exceptions to the general rules so you should consult with an attorney if you are concerned about protecting your retirement plan assets from creditors.
7. You may be able to take out a loan on your 401k, but not from an IRA.
8. IRA assets can be accessed any time; however, distributions are subject to ordinary income tax and may also be subject to a 10% early distribution penalty unless they qualify for an exception such as disability, higher education expenses or the purchase of a home.
9. If you own company stock in your plan, you may be able to liquidate those shares at a lower capital gains tax rate.

10. Your plan may allow you to hire us as the manager and keep the assets titled in the plan name.

It is important that you understand the differences between these types of accounts and to decide whether a rollover is best for you. Prior to proceeding, if you have questions contact your investment adviser representative, or call our main number as listed on the cover page of this brochure.