

# Guardian Wealth Management LLC

## Firm Brochure

*This brochure provides information about the qualifications and business practices of Guardian Wealth Management LLC. If you have any questions about the contents of this brochure, please contact us at 801-990-2845 or by email at: [todd@investgwm.com](mailto:todd@investgwm.com). 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 Guardian Wealth Management LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Guardian Wealth Management LLC's CRD number is: 146923*

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*Registration does not imply a certain level of skill or training.*

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## Item 2: Material Changes

Since filing the last annual updating amendment to this brochure in March 2023, the following material changes have been made.

- Item 5 has been updated for changes to the negotiability of our fee schedule.
- Item 10 of this brochure has been updated to provide details of Todd Berg's affiliation with Lifebright Investments, LLC.
- Item 12 has been updated to disclose we require the use of TradePMR, Inc. which is an introducing broker/dealer, member FINRA/SIPC. Accounts opened through TradePMR, Inc. are held at Wells Fargo Clearing Services, LLC doing business under the name First Clearing. Wells Fargo Clearing Services, LLC is also a registered broker/dealer, member FINRA/SIPC.
- We have also updated Item 12 to disclose our use of Charles Schwab & Company, Inc. As of September 2023, Guardian Wealth Management began the transition of moving our clients' managed accounts away from TD Ameritrade, Inc. to Charles Schwab & Company, Inc. In November 2019, the two firms announced they had entered into a definitive agreement for Charles Schwab & Company, Inc. to acquire TD Ameritrade in an all-stock transaction. As a result of that acquisition, client accounts managed by CMA Financial Services LLC held at TD Ameritrade became Charles Schwab & Company, Inc. accounts.
- Item 15 has been updated because upon authorization from clients, GWM can affect asset/fund 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 ("SLOA").

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## Item 4: Advisory Business

### A. Description of the Advisory Firm

Guardian Wealth Management LLC is a Limited Liability Company that has been in business since April 2008, and the principal owners are Earl Todd Berg and Brian Eric Barton.

### B. Types of Advisory Services

Guardian Wealth Management LLC (hereinafter “GWM”) offers the following services to advisory clients:

#### *Investment Supervisory Services*

GWM offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. GWM creates an Investment Policy Statement for each client, which outlines the client’s current situation (income, tax levels, and risk tolerance levels) and then constructs a plan (the Investment Policy Statement) to aid in the selection of a portfolio that matches each client’s specific situation. Investment Supervisory Services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

GWM evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

GWM also offers a free newsletter to their clients called Weekly Market Update.

#### *Financial Planning Services*

GWM offers financial planning services, which involve preparing a written financial plan covering specific or multiple topics. We provide full written financial plans, which typically address the following topics:

- Asset Allocation,
- Education Planning,
- Insurance Planning,
- Investment Planning,
- Portfolio Review,
- Real Estate Planning,
- Retirement Planning, and

- Tax Planning.

When providing financial planning services, the role of your investment adviser representative is to find ways to help you understand your overall financial situation and help you set financial objectives. We also provide modular written financial plans which only cover those specific areas of concern mutually agreed upon by you and us.

A modular written financial plan is limited or segmented and does not involve the creation of a full written financial plan. You should be aware that there are important issues that may not be taken into consideration when your investment adviser representative develops his or her analysis and recommendations under a modular written financial plan.

Our financial planning services do not involve implementing any transaction on your behalf or the active and ongoing monitoring or management of your investments or accounts. You have the sole responsibility for determining whether to implement our financial planning recommendations. To the extent that you would like to implement any of our investment recommendations through GWM or retain GWM to actively monitor and manage your investments, you must execute a separate written agreement with GWM for our Investment Supervisory Services.

### ***Services Limited to Specific Types of Investments***

GWM limits its money management to mutual funds, equities, bonds, fixed income, debt securities, ETFs, hedge funds, third party money managers, REITs, private placements, government securities. GWM may use other securities as well to help diversify a portfolio when applicable.

## **C. Client Tailored Services and Client Imposed Restrictions**

GWM offers the same suite of services to all of its clients. However, specific client financial plans and their implementation are dependent upon the client Investment Policy Statement which outlines each client's current situation (income, tax levels, and risk tolerance levels) and is used to construct a client specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets.

Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent GWM from properly servicing the client account, or if the restrictions would require GWM to deviate from its standard suite of services, GWM reserves the right to end the relationship.

Our financial planning services are always provided based on your individual needs. We work with you on a one-on-one basis through interviews and questionnaires to determine your investment objectives and suitability information.

#### **D. Wrap Fee Programs**

GWM does not participate in any wrap fee programs.

#### **E. Amounts Under Management**

GWM has the following assets under management:

<b>Discretionary Amounts:</b>	<b>Non-discretionary Amounts:</b>	<b>Date Calculated:</b>
\$133,926,038	\$0.00	March 19, 2024

## Item 5: Fees and Compensation

### A. Fee Schedule

#### *Investment Supervisory Services Fees*

Total Assets Under Management	Annual Fee
Less than \$1,000,000	0.90%
\$1,000,000 or more	0.75%

These fees are negotiable and will vary based on factors that include, but are not limited to, the amount of assets under management, the number of accounts a client will have, the overall complexity of the client's situation and other factors important to the particular client.

Because fees are negotiable, clients can be charged different rates. For example, some clients are charged more than 0.75% on assets exceeding \$1,000,000 and some clients are charged less than 0.75%.

The final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Fees are paid quarterly in advance, and clients may terminate their contracts with five days' written notice. Refunds are given on a prorated basis, based on the number of days remaining in a quarter at the point of termination. Fees that are collected in advance will be refunded based on the prorated amount of work completed up to the day of termination within the quarter terminated. The fee refunded will be the balance of the fees collected in advance minus the daily rate\* times the number of days in the quarter up to and including the day of termination. (\*The daily rate is calculated by dividing the quarterly AUM fee by the number of days in the termination quarter).

Clients may terminate their contracts without penalty, for full refund, within 5 business days of signing the advisory contract.

GWM will meet the following five conditions when withdrawing fees directly from client accounts.

- 1) GWM will obtain written authorization from the client permitting the adviser's fees to be paid directly from the client's account held by the independent custodian.
- 2) GWM will ensure the independent custodian will send the client, at least quarterly, a statement indicating all amounts disbursed from the account.
- 3) GWM will send a statement to clients showing the amount of the fee, the value of the client's assets upon which the fee was based, and the specific manner in which the fee was calculated.
- 4) GWM will disclose to clients that it is the client's responsibility to verify the accuracy



- of the fee calculation and that the custodian will not determine whether the fee is properly calculated.
- 5) GWM will send a bill to the custodian indicating the amount of the fee to be paid by the custodian to GWM.

### ***Financial Planning Fees***

GWM provides initial financial plans for a fixed fee of \$750. Updates to the financial plan can be provided for a fixed fee of \$250.

You are required to pay in advance 100% of the fixed fee (which is our standard, non-negotiable fee assessed to all clients receiving this service) at the time you execute an agreement with GWM.

The \$750 fixed fee for an initial financial plan and \$250 fixed fee for updates to the initial plan is waived for our Investment Supervisory Services clients that have at least \$500,000 of investable assets under management with GWM.

Financial planning services terminate thirty (30) days following the delivery of the written financial plan or either you or GWM providing the other party with written notice.

## **B. Payment of Fees**

### ***Payment of Investment Supervisory Fees***

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Fees are paid quarterly in advance.

### ***Payment of Financial Planning Fees***

Financial planning fees are paid by check.

## **C. Clients Are Responsible For Third Party Fees**

Clients are responsible for the payment of all third-party fees (i.e. custodian fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by GWM. Please see Item 12 of this brochure regarding broker/custodian.

To the extent that you personally engage such an outside professional (i.e. attorney, independent investment adviser or accountant) while GWM is providing financial planning services to you, you will be responsible for the payment of the fees for the services of such an outside professional, and GWM will not be required to reimburse you for such payments. Fees for the services of an outside professional (i.e. attorney, independent investment adviser or accountant) will be in addition to and separate from

the fees charged by GWM, and you will be responsible for the payment of the fees for the services of such an outside professional. In no event will the services of an outside professional be engaged without your express approval.

All fees paid to GWM for financial planning services are separate and distinct from the commissions charged by a broker-dealer or asset management fees charged by an investment adviser to implement such recommendations.

If you elect to implement the recommendations of GWM through our other Investment Advisory Service and have at least \$500,000 of assets under management GWM will waive the fixed fee for financial planning services.

#### **D. Prepayment of Fees**

##### ***Prepayment of Investment Supervisory Fees***

GWM collects fees in advance. Fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination and the total days during the billing period. Fees will be deposited back into client's account within fourteen.

##### ***Prepayment of Financial Planning Fees***

If you terminate the financial planning services after entering into an agreement with us, you will be responsible for any financial planning services performed by GWM prior to the receipt by GWM of your notice of termination. You will owe GWM a pro-rated fixed fee equivalent to the percentage of work completed by GWM as determined by GWM. In the event that there is a remaining balance of \$750 paid in advance after the deduction of fees from the final invoice, those remaining proceeds will be refunded by GWM to you.

#### **E. Outside Compensation For the Sale of Securities to Clients**

Neither GWM nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or services fees from the sale of mutual funds.

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

GWM does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

## Item 7: Types of Clients

GWM generally provides management supervisory services to the following Types of Clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals

### *Minimum Account Size*

There is an account minimum, \$1,000,000, which may be waived by the investment advisor, based on the needs of the client and the complexity of the situation.

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

### A. Methods of Analysis and Investment Strategies

#### *Methods of Analysis*

GWM's methods of analysis include charting analysis, fundamental analysis, technical analysis, and cyclical analysis.

**Charting analysis** involves the use of patterns in performance charts. GWM uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

**Fundamental analysis** involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

**Technical analysis** involves the analysis of past market data; primarily price and volume.

**Cyclical analysis** involved the analysis of business cycles to find favorable conditions for buying and/or selling a security.

#### *Investment Strategies*

GWM uses long term trading, short term trading, short sales, and options writing (including covered options, uncovered options, or spreading strategies).

**Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

## **B. Material Risks Involved**

### ***Methods of Analysis***

**Charting analysis** strategy involves using and comparing various charts to predict long and short-term performance or market trends. The risk involved in solely using this method is that only past performance data is considered without using other methods to crosscheck data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

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

**Technical analysis** attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

**Cyclical analysis** assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are two-fold: 1) the markets do not always repeat cyclical patterns and 2) if too many investors begin to implement this strategy, it changes the very cycles they are trying to take advantage of.

### ***Investment Strategies***

Long Term Trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Short term trading, short sales, and options writing generally hold greater risk and clients should be aware that there is a chance of material risk of loss using any of those strategies.

**Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

## **C. Risks of Specific Securities Utilized**

GWM generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets. However, it will utilize short sales. Short sales and options writing generally hold greater risk of capital loss and clients should be aware that there is a chance of material risk of loss using any of those strategies.

**Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

## **Item 9: Disciplinary Information**

### **A. Criminal or Civil Actions**

There are no criminal or civil actions to report.

### **B. Administrative Proceedings**

There are no administrative proceedings to report.

### **C. Self-regulatory Organization (SRO) Proceedings**

There are no self-regulatory organization proceedings to report.

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

### **A. Registration as a Broker/Dealer or Broker/Dealer Representative**

Neither GWM nor its representatives are registered as a broker/dealer or as representatives of a broker/dealer.

### **B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor**

Neither GWM nor its representatives are registered as a FCM, CPO, or CTA.

### **C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests**

Todd Berg (Member, Chief Compliance Officer, and Investment Adviser Representative) is also an investment advisor representative and Managing Member with Lifebright Investments, LLC, an investment advisor that provides investment advice and management services to clients through an interactive website using computer-based models and applications. Mr. Berg generally spends more of his time on GWM functions (75% of time) than he does on his Lifebright Investments, LLC responsibilities (25% of time).

As an owner of GWM and Lifebright Investments, LLC, Mr. Berg has a financial interest in both companies.

We share personnel, office space and resources (i.e., telephone, office supplies, computer) with Lifebright Investments, LLC. However, GWM and Lifebright Investments do not share clients, but instead service different types of clientele. GWM is a more-traditional retail investment advisory firm working with clients on a one-on-one, personal basis whereas Lifebright Investments provides investment management services over the internet to clients seeking a lower-cost alternative to traditional, retail investment advisory platforms.

Mr. Berg's activities with Lifebright Investments, LLC create a conflict of interest. The conflict of interest is that Mr. Berg is spending time working with Lifebright Investments, LLC clients which takes away from his time working with GWM. The firm addresses this conflict by disclosing to clients (in this brochure) that Mr. Berg is affiliated with Lifebright Investments, LLC. Clients are never obligated or required to use the services of GWM and can use any investment adviser they choose.

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

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

We have a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Our Code of Ethics is available free upon request to any client or prospective client.

### **B. Recommendations Involving Material Financial Interests**

GWM does not recommend that clients buy or sell any security in which a related person to GWM has a material financial interest.

### **C. Investing Personal Money in the Same Securities as Clients**

It is GWM's fiduciary duty to always act in the best interest of the client. From time to time, representatives of GWM may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of GWM to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. GWM will always document any transactions that could be construed as conflicts of interest and will always transact client business before their own when similar securities are being bought or sold.

### **D. Trading Securities At/Around the Same Time as Clients' Securities**

It is GWM's fiduciary duty to always act in the best interest of the client. From time to time, representatives of GWM may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of GWM to buy or sell securities before or after recommending securities to clients resulting in

representatives profiting off the recommendations they provide to clients. GWM will always process clients' transactions before its own when similar securities are being bought or sold.

## **Item 12: Brokerage Practices**

### **A. Factors Used to Select Custodians and/or Broker/Dealers**

The Custodian was chosen based on their relatively low transaction fees and access to mutual funds and ETFs. GWM will never charge a premium or commission on transactions, beyond the actual cost imposed by Custodian.

#### ***1. Research and Other Soft-Dollar Benefits***

##### **TradePMR**

We require the use of TradePMR, Inc. which is an introducing broker/dealer, member FINRA/SIPC. Accounts opened through TradePMR, Inc. are held at Wells Fargo Clearing Services, LLC doing business under the name First Clearing. Wells Fargo Clearing Services, LLC is also a registered broker/dealer, member FINRA/SIPC.

Our recommendation of TradePMR, Inc. and, in turn, Wells Fargo Clearing Services, LLC, is based on our firm's decision to utilize and participate in TradePMR, Inc.'s platform designed for independent investment adviser firms like GWM.

GWM is not affiliated with Trade PMR, Inc. or Wells Fargo Clearing Services, LLC. However, we receive benefits, products, tools and other services from TradePMR that assist us in the management of accounts and administration of our investment advisory business. These benefits include, but not necessarily be limited to: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk; the ability to have investment advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; receipt of compliance publications; and access to mutual funds that generally require significantly higher minimum initial investments or are generally only available to institutional investors.

Please note that brokerage platforms we require may be more expensive than other available platforms and we do not represent or guarantee our recommended platforms are the least expensive in the industry.

GWM will periodically review alternative brokerage platforms in the marketplace for comparison to the currently used brokerage platforms, evaluating criteria such as overall expertise, cost competitiveness, and financial condition. Quality of execution for custodians will be reviewed through trade journal evaluations. Benefits like those listed above may not be received if the firm did not use the services of a firm recommended broker/dealer to implement the investment advice provided. No single criteria will validate nor invalidate a custodian or service provided used, but rather, all criteria taken together will be used in evaluating the currently utilized

custodian. We do not receive referrals from any broker/dealers.

### **Charles Schwab**

GWM also has clients with brokerage accounts under the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts.

GWM is independently owned and operated and not affiliated with Schwab. Schwab provides GWM with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

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

Schwab also makes available to GWM other products and services that benefit GWM but may not benefit its clients' accounts. These benefits may include national, regional, or GWM specific educational events organized and/or sponsored by Schwab Advisor Services.. Other products and services assist GWM in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information, and other market data, facilitate payment of GWM fees from its clients' accounts, and assist with back-office training and support functions, record keeping, and client reporting. Many of these services generally may be used to service all or some substantial number of GWM accounts, including accounts not maintained at Schwab Advisor Services.

Schwab Advisor Services also makes available to GWM other services intended to help GWM manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance, and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to GWM by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to GWM. While, as a fiduciary, GWM endeavors to act in its clients' best interests, GWM's requirement that clients maintain their assets in accounts at Schwab may be based in part on the benefit to GWM of the availability of some of the foregoing products and services and other arrangements and not solely on the nature, cost, or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.



## **2. Brokerage for Client Referrals**

GWM receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

## **3. Clients Directing Which Broker/Dealer/Custodian to Use**

GWM will not allow clients to direct GWM to use a specific broker-dealer to execute transactions. Clients must use GWM recommended custodian (broker-dealer). Not all investment advisers require their clients to direct brokerage. By requiring clients to use our specific custodian, GWM may be unable to achieve most favorable execution of client transactions and this may cost clients money over using a lower-cost custodian.

## **B. Aggregating (Block) Trading for Multiple Client Accounts**

GWM maintains the ability to block trade purchases across accounts. While block trading may benefit clients by purchasing larger blocks in groups, we do not feel that the clients are at a disadvantage due to the best execution practices of our custodian.

# **Item 13: Reviews of Accounts**

## **A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews**

Client accounts are reviewed at least quarterly by Earl Todd Berg (Member, Chief Compliance Officer, and Investment Adviser Representative). Individual investment adviser representatives are instructed to review their assigned clients' accounts with regards to their investment policies and risk tolerance levels. All accounts at GWM are assigned to these reviewers.

Our financial planning services terminate upon thirty (30) days following the delivery of the written financial plan. Our financial planning services do not include monitoring the investments of your account(s), and therefore, there is no ongoing review of your account(s) under such services.

## **B. Factors That Will Trigger a Non-Periodic Review of Client Accounts**

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

Financial planning clients do not receive any reports other than the written plan originally contracted for and provided by GWM.

### **C. Content and Frequency of Regular Reports Provided to Clients**

Each client will receive at least quarterly a written report detailing the client's account which may come from the custodian.

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

### **A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)**

GWM does not receive any economic benefit, directly or indirectly from any third party for advice rendered to GWM clients.

### **B. Compensation to Non -Advisory Personnel for Client Referrals**

GWM does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

## **Item 15: Custody**

Custody, as it applies to investment advisors, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment advisor has the ability to access or control client funds or securities, the investment advisor is deemed to have custody and must ensure proper procedures are implemented.

GWM is deemed to have custody of client funds and securities whenever GWM is given the authority to have fees deducted directly from client accounts.

Upon authorization from clients, GWM can affect asset/fund 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 ("SLOA"). An adviser with authority to conduct such third-party asset/fund transfers has access to the client's assets, and therefore has custody of the client's assets in any related accounts.

Based on an SEC no-action letter, 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. The client provides a written, signed instruction to the qualified custodian that includes the third party's name and address or account number at a custodian;
2. The client authorizes us, in writing, to direct transfers to the third party either on a specified schedule or from time to time;

3. The client's qualified custodian verifies the authorization (e.g., signature review) and provides a transfer of funds notice to client promptly after each transfer;
4. The client 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. The client's qualified custodian sends client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

We hereby confirm that we meet the above criteria. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody.

For accounts in which GWM is deemed to have custody, the firm has established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained. Finally, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are urged to compare the statements against reports received from GWM. When clients have questions about their account statements, they should contact GWM or the qualified custodian preparing the statement.

## **Item 16: Investment Discretion**

For those client accounts where GWM provides ongoing supervision, the client has given GWM written discretionary authority over the client's accounts with respect to securities to be bought or sold and the amount of securities to be bought or sold. Details of this relationship are fully disclosed to the client before any advisory relationship has commenced. The client provides GWM discretionary authority via a limited power of attorney in the Investment Advisory Contract and in the contract between the client and the custodian.

## **Item 17: Voting Client Securities (Proxy Voting)**

GWM will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

## **Item 18: Financial Information**

### **A. Balance Sheet**

GWM does not require nor solicit prepayment of more than \$500 in fees per client, six

months or more in advance and therefore does not need to include a balance sheet with this brochure.

**B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients**

Neither GWM nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

**C. Bankruptcy Petitions in Previous Ten Years**

GWM has not been the subject of a bankruptcy petition in the last ten years.