

STRATEGIC WEALTH ADVISORS GROUP, INC.

a Registered Investment Adviser

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This brochure provides information about the qualifications and business practices of Strategic Wealth Advisors Group, Inc. (hereinafter “SWAG” or the “Firm”). If you have any questions about the contents of this brochure, please contact the Firm at the telephone number listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about the Firm is available on the SEC’s website at www.adviserinfo.sec.gov. The Firm is a registered investment adviser. Registration does not imply any level of skill or training.

Item 2. Material Changes

In this Item, SWAG is required to discuss any material changes that have been made to the brochure since the last annual amendment dated March 10, 2023. The format and general language of the brochure has been overhauled and the following material changes were made:

- The CCO was changed to Timothy Sullivan.
- Providing co-advisor services has been removed.
- The Firm now provides discretionary investment management by recommending and selecting Independent Managers and the portfolios managed by those Independent Managers.
- References to receiving referral fees from other advisors (including Gradient Investments, LLC) has been removed as the Firm now manages the assets by selecting the Independent Managers.
- The Firm has updated Item 4 to reflect that has more than the requisite amount of assets under management to register with the SEC as a Large Advisor. As of the date of this filing, the Firm is filing for registration with the SEC.

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Item 4. Advisory Business

SWAG offers a variety of advisory services, which include financial planning, consulting, and investment management services. Prior to SWAG rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with SWAG setting forth the relevant terms and conditions of the advisory relationship (the “Advisory Agreement”).

SWAG has been registered as an investment adviser since 2016 and is wholly owned by Timothy S. Sullivan. The Firm does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products, but the Firm’s managing member is affiliated with entities that sell insurance products. SWAG does not act as a custodian of client assets. As of February 23, 2024, SWAG had \$101,136,229 assets under management; all of which was managed on a discretionary basis.

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

While this brochure generally describes the business of SWAG, certain sections also discuss the activities of its Supervised Persons, which refer to the Firm’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or other persons who provide investment advice on SWAG’s behalf and are subject to the Firm’s supervision or control. The Firm is not a sponsor or portfolio manager of any wrap fee programs.

Financial Planning and Consulting Services

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

If financial planning services are applicable, the client will compensate SWAG, on a negotiable fixed fee or an hourly fee basis described in detail under “Fees and Compensation” section of this brochure. Advisor offers the following services. These services are meant to help a client plan for the future. None of the services described are guaranteed to be successful.

Comprehensive Financial Plan – A Comprehensive Financial Plan includes all of the topics listed below that are applicable to the client and their current situation.

Basic Retirement Analysis – A Basic Retirement Analysis includes all of the items listed under the Retirement Planning topic below.

Ala Carte Services – Client can pick and choose from the list of topics below.

The different services outlined above include some or all of the following topics depending on the service:

Income Planning (estimated time 2 hours)

- Cash flow Analysis
- Direction on adjusting spending to:
 - Minimize impact of economic downturns
 - Maximize lifestyle
 - Budgeting
- Estimating how much income can be pulled from investments for the rest of the client's life
- Regulate income and adjustments for periods of increased/decreased needs
- Provide a clear written plan of possible income levels for the rest of the client's life
- Calculate how much risk, if any, client should have in your portfolio
- Analyze which assets should be allocated from income/growth
- Allow client to maintain liquidity in the event of an emergency
- Adjust income to account for inflation and increases in tax rates
- Ensure that income remains constant regardless of taxes, the stock market, or government intervention

Income Tax Planning (estimated time 2 hours)

- Determine what is triggering taxes on income & Social Security
- Recommend adjustments to reduce overall income taxes
- Know how much in taxes client pays as a result of investments
- Understand how the taxation system, the brokerage and banking industries pertain to client, and use them to client's advantage
- Incorporate current and proposed tax law to reduce taxes today and in the future
- Help client pay the least taxes legally possible
- Determine the "True" taxes due on client's IRA today and for lifetime
- Explore various strategies to reduce, or eliminate taxes on client's IRA (now or in the future)
- Determine the viability of "Roth" conversions
- Review tax consequences of client's IRA in the event of death
- Discuss who should be getting client's assets vs. who documents say will be receiving the assets
- Alternative strategies that can be employed to reduce tax consequences on death

Estate Planning (estimated time 2 hours)

- Guidance to help clients determine:
 - How final affairs should be settled
 - How end of life care will be managed
 - How surviving dependents will be provided for
 - How will assets be distributed
 - Minimize potential taxes
 - Determine how to pay for the taxes due
- Establish a flowchart (based on current documents) to show how assets will be distributed at death
- Ensure that client's estate will pass as desired, and not by individuals who are not entitled to assets, or taxes
- Review current alternatives for passing assets to children and grandchildren
- Explore alternatives that can pass assets quicker, easier, or with less total taxation to beneficiaries
- Verify that estate will be protected from creditors, divorce or the government for as long as client desires
- Examine gifting alternatives that can provide tax benefits today
- Analyze the results of charitable giving and the associated changes in estate values

Insurance Planning (estimated time 2 hours)

- Analysis to determine if life insurance is needed
- Determine what death benefit is approved for client's situation
- Review the "health" of any existing insurance policies
- Analyze the cost/benefit relationship of client's current insurance
- Determine the necessity of such insurance
- Explore the option of selling life insurance to supplement retirement income
- Calculate the value of life insurance in reducing or paying estate taxes
- Investigate the viability of owning insurance in a trust

Long Term Care Consulting (estimated time 2 hours)

- Determine potential risk or need
- Explore various options to determine affordability
- Facilitate a decision and connect client with someone to provide what is needed
- Determine whether the costs associated with Long Term Care is a risk to client's estate
- Calculate costs associated with paying for coverage vs. self-insurance
- Decide on a plan that will protect client, family and estate whether assisted living is needed or not

Retirement Planning (estimated time 4 hours)

- Retirement capital needs analysis
- Provide guidance regarding:
 - Maximize social security benefits
 - Analyze the viability of Roth conversions
 - Optimize gifting strategies
 - Review updates and changes in state and federal law
- Explore options to find the best possible returns, with the least amount of risk
- Explain “Absolute Return” and how it might benefit client investments
- Explain exactly what each asset in portfolio is expected to do
- Determine how large of a return client needs to stay on track
- Help to eliminate the additional losses associated with pulling income from a fluctuating account
- Incorporate strategies that can help client avoid large losses during market downturns
- Explore options to help client replace money lost in the market

Independent Objective Portfolio Analysis (estimated time 2 hours)

- Investment planning
- Simplification of processes and accounts as much as possible
- Asset consolidation
- Eliminate overlapping holdings
- Investment portfolio design and review
- Complete review of all current holdings

In addition, the Firm holds seminars and workshops to educate the public on different types of investments and the different services they offer. The seminars are educational in nature and no specific investment or tax advice is given.

In performing these services, SWAG is not required to verify any information received from the client or from the client’s other professionals (e.g., attorneys, accountants, etc.) and is expressly authorized to rely on such information. SWAG recommends certain clients engage the Firm for additional related services, its Supervised Persons in their individual capacities as insurance agents and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists for the Firm to recommend that clients engage SWAG or its affiliates to provide (or continue to provide) additional services for compensation, including investment management services. Clients retain absolute discretion over all decisions regarding implementation and are under no obligation to act upon any of the recommendations made by SWAG under a financial planning or consulting engagement. Clients are advised that it remains their responsibility to promptly notify the Firm of any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising SWAG’s recommendations and/or services.

Investment and Wealth Management Services

SWAG manages client investment portfolios on a discretionary basis. SWAG allocates client assets among independent investment managers (“Independent Managers”) and the portfolios managed by those Independent Managers in accordance with their stated investment objectives. The Independent Managers will actively manage the client's assets. The specific terms and conditions under which a client engages an Independent Manager are set forth in a separate written agreement with the designated Independent Manager. That agreement is between the Firm and the Independent Manager (sometimes also called a subadvisor). In addition to this brochure, clients will receive the written disclosure documents of the respective Independent Managers engaged to manage their assets.

All Independent Managers that the Firm recommends must be registered as investment advisers with the SEC or appropriate state authorities. After gathering information about the client’s financial situation and objectives, the Firm will make a discretionary allocation to an Independent Manager and the investment strategy / model portfolio managed by the Independent Manager. The allocation will be based on the client’s financial needs, investment goals, tolerance for risk, and investment objectives. SWAG evaluates a variety of information about Independent Managers, which includes the Independent Managers’ public disclosure documents, materials supplied by the Independent Managers themselves and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the Independent Managers’ investment strategies, past performance and risk results in relation to its clients’ individual portfolio allocations and risk exposure. SWAG also takes into consideration each Independent Manager’s management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other factors.

SWAG continues to provide services relative to the discretionary selection of the Independent Managers. On an ongoing basis, the Firm monitors the performance of those accounts being managed by Independent Managers. SWAG seeks to ensure the Independent Managers’ strategies and target allocations remain aligned with its clients’ investment objectives and overall best interests.

Where appropriate, the Firm also provides advice about any type of legacy position or other investment held in client portfolios, but clients should not assume that these assets are being continuously monitored or otherwise advised on by the Firm unless specifically agreed upon. Clients can engage SWAG to manage and/or advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, SWAG directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product’s provider.

SWAG tailors its advisory services to meet the needs of its individual clients and seeks to ensure, on a continuous basis, that client portfolios are managed in a manner consistent with those needs and objectives. SWAG consults with clients on an initial and ongoing basis to assess their specific risk tolerance, time

horizon, liquidity constraints and other related factors relevant to the management of their portfolios. Clients are advised to promptly notify SWAG if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients can impose reasonable restrictions or mandates on the management of their accounts if SWAG determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm's management efforts.

ERISA Plan Services

SWAG provides service to qualified retirement plans including 401(k) plans, 403(b) plans, pension and profit sharing plans, cash balance plans, and deferred compensation plans.

Limited Scope ERISA 3(21) Fiduciary. SWAG acts as a limited scope ERISA 3(21) fiduciary that can advise, help and assist plan sponsors with their investment decisions on a non-discretionary basis. As an investment advisor, SWAG has a fiduciary duty to act in the best interest of the client. The plan sponsor is still ultimately responsible for the decisions made in their plan, though using SWAG can help the plan sponsor delegate liability by following a diligent process.

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

- Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. Client understands the Firm's assistance in education of the Plan participants shall be consistent with and within the scope of the Department of Labor's definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, the Advisor is not providing fiduciary advice as defined by ERISA 3(21)(A)(ii) to the Plan participants. SWAG will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the Plan.
- Assist in the group enrollment meetings designed to increase retirement plan participation among the employees and investment and financial understanding by the employees.

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

- SWAG has no responsibility to provide services related to the following types of assets ("Excluded Assets"):
 - Employer securities;
 - Real estate (except for real estate funds or publicly traded REITs);
 - Stock brokerage accounts or mutual fund windows;
 - Participant loans;
 - Non-publicly traded partnership interests;
 - Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
 - Other hard-to-value or illiquid securities or property.

Excluded Assets will not be included in calculation of Fees paid to SWAG under this Agreement. Specific services will be outlined in detail to each plan in the 408(b)2 disclosure.

Item 5. Fees and Compensation

SWAG offers services on a fee basis, which includes fixed and/or hourly fees, as well as fees based upon assets under management. Additionally, certain of the Firm's Supervised Persons, in their individual capacities, offer insurance products under a separate commission-based arrangement.

Financial Planning and Consulting Fees

SWAG charges either on a negotiable fixed fee basis or on a negotiable hourly fee basis for financial planning. The payments are received in two installments: half at the commencement of the planning process

with the balance and final payment due upon delivery of completed plan. Prior to the planning process the client will be provided an estimated plan fee. If the original financial planning hourly estimate is determined to be underestimated, amended terms will be delivered to the client and the client will acknowledge the changes. Client may cancel the financial planning and consulting agreement within seven (7) days of signing agreement for a full refund. If the client cancels after seven (7) days, any unearned fees will be refunded to the client. The client's refund will be determined by calculating the number of hours spent multiplied by the firm's hourly rate and subtracting that amount from the first installment of the financial planning fee.

The terms and conditions of the financial planning and/or consulting engagement are set forth in the Advisory Agreement. The Firm charges up to \$5,000 for a comprehensive plan. The negotiated amount will depend on the level of complexity. A basic financial planning analysis is generally \$750, but can also vary depending on specific needs. For services provided outside of the fixed fee, the Firm charges \$150 to \$500 per hour depending on the topics and professionals providing the service.

The Firm does not take receipt of \$500 or more in prepaid fees, six or more months in advance of services rendered.

ERISA Plan Services Fees

The annual ERISA Plan Services Fees are based on the market value of the Included Assets and will be 1% of assets under management. Fees are charged quarterly in arrears based on the assets as calculated by the custodian or record keeper of the Included Assets (without adjustments for anticipated withdrawals by Plan participants or other anticipated or scheduled transfers or distribution of assets) on the last business day of the previous quarter. If the services to be provided start any time other than the first day of a quarter, the fee will be prorated based on the number of days remaining in the quarter. If this Agreement is terminated prior to the end of the fee period, the Firm shall be entitled to a prorated fee based on the number of days during the fee period services were provided.

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

Investment Management Fees

SWAG offers investment management services for an annual fee based on the amount of assets under the Firm's management. This management fee varies in accordance with the following blended fee schedule:

<u>PORTFOLIO VALUE</u>	<u>BASE FEE</u>
First \$1,000,000	1.50%
Next \$500,000	1.25%
Next \$1,500,000	1.15%
Next \$2,000,000	1.00%
Next \$10,000,000	0.80%
Above \$15,000,000	Negotiable

The annual fee is prorated and charged quarterly, in advance, based upon the market value of the assets being managed by SWAG on the last day of the previous billing period as determined by a party independent from the Firm (including the client's custodian or another third-party).

The Firm includes cash in a client's account in determining the valuation for billing purposes. The Firm may, in its sole discretion, not include cash in determining the fee, especially where a client has a high percentage of cash for reasons other than the Firm's investment management decision.

If assets are deposited into or withdrawn from an account after the inception of a billing period, the fee payable with respect to such assets is not adjusted to reflect the interim change in portfolio value. For the initial period of an engagement, the fee is calculated on a *pro rata* basis. In the event the advisory agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding or unearned portion of the fee is charged or refunded to the client, as appropriate.

Additionally, for asset management services the Firm provides with respect to certain client holdings (e.g., held-away assets, accommodation accounts, alternative investments, etc.), SWAG can negotiate a fee rate that differs from the range set forth above. Clients are advised that a conflict of interest exists for the Firm to recommend that clients engage SWAG for additional services for compensation, including rolling over retirement accounts or moving other assets to the Firm's management. Clients retain absolute discretion over all decisions regarding engaging the Firm and are under no obligation to act upon any of the recommendations.

Independent Managers Fees

The fees charged by the Independent Managers is separate from, and in addition to, SWAG's fees. The fees will depend on the amount of assets managed by the Independent Manager for all of the Firm's clients, not specifically for each client. The Firm anticipates that the Independent Manager fees will range up to 50 basis points (0.50%) per annum.

Fee Discretion

SWAG may, in its sole discretion, negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing/legacy client relationship, account retention, pro bono activities, or competitive purposes.

Additional Fees and Expenses

In addition to the advisory fees paid to SWAG, clients also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively “Financial Institutions”). These additional charges include securities brokerage commissions, transaction fees, custodial fees, fees charged by the Independent Managers, margin and other borrowing costs, charges imposed directly by a mutual fund or ETF in a client’s account, as disclosed in the fund’s prospectus (*e.g.*, fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, postage and handling fees, other miscellaneous fees charge by the Financial Institutions, and other fees and taxes on brokerage accounts and securities transactions. The Firm does not share in any of the additional fees and expenses. The Firm’s brokerage practices are described at length in Item 12, below.

Direct Fee Debit

Clients provide SWAG and/or certain Independent Managers with the authority to directly debit their accounts for payment of the investment advisory fees. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to SWAG. Where required, SWAG also sends to clients a written invoice itemizing the fee, including the formula used to calculate the fee, the time period covered by the fee and the amount of assets under management on which the fee was based.

Account Additions and Withdrawals

Clients can make additions to and withdrawals from their account at any time, subject to SWAG’s right to terminate an account. Additions can be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or declines to accept particular securities into a client’s account. Clients can withdraw account assets on notice to SWAG, subject to the usual and customary securities settlement procedures. However, the Firm designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client’s investment objectives. SWAG may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities

are liquidated, they may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charges) and/or tax ramifications.

Prepayment of Client Fees

Financial Plans are billed 50% in advance. Client may cancel within seven (7) business days of signing the Investment Advisory Agreement for a full refund. If cancellation occurs after seven (7) business days, client will be entitled to a pro-rata refund based on the percentage of work completed or the Firm is entitled to any additional fees earned. If a refund is due to the client, the Firm will send a firm check to the client within ten (10) business days.

External Compensation for the Sale of Securities to Clients

Neither the Firm nor any of its Supervised Persons receive any external compensation for the sale of securities to clients.

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

SWAG does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

Item 7. Types of Clients

SWAG offers services to individuals.

Minimum Account Requirements

SWAG does not impose a stated minimum fee or minimum portfolio value for starting and maintaining an investment management relationship. Certain Independent Managers may, however, impose more restrictive account requirements and billing practices from the Firm. In these instances, SWAG may alter its corresponding account requirements and/or billing practices to accommodate those of the Independent Managers.

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

Methods of Analysis and Investment Strategies

As discussed above, SWAG implements its investment management services by investing client assets with Independent Managers. Those Independent Managers use various methods of analysis and strategies which are disclosed in that Independent Managers disclosure brochure which is provided to clients.

When creating a financial plan, the Firm utilizes fundamental analysis to provide review of insurance policies for economic value and income replacement. Technical analysis is used to review mutual funds and individual stocks. The main sources of information include Morningstar, client documents such as tax returns and insurance policies.

In developing a financial plan for a client, the Firm's analysis can include cash flow analysis, investment planning, risk management, social security planning and retirement planning. Based on the information gathered, a detailed strategy is tailored to the client's specific situation.

The main sources of information include financial newspapers and magazines, research materials prepared by others, corporate rating services, annual reports, prospectuses, and filings with the Securities and Exchange Commission.

Risk of Loss

The following list of risk factors does not purport to be a complete enumeration or explanation of the risks involved with respect to the Firm's investment management activities. **Clients should review the Risks of Loss section of the Independent Managers' disclosure brochures for more pertinent information.** Clients should consult with their legal, tax, and other advisors before engaging the Firm to provide investment management services on their behalf.

Market Risks

Investing involves risk, including the potential loss of principal, and all investors should be guided accordingly. The profitability of a significant portion of SWAG's recommendations and/or investment decisions may depend to a great extent upon correctly assessing the future course of price movements of stocks, bonds and other asset classes. In addition, investments may be adversely affected by financial markets and economic conditions throughout the world. There can be no assurance that SWAG will be able to predict these price movements accurately or capitalize on any such assumptions.

Use of Independent Managers

As stated above, SWAG selects certain Independent Managers to manage its clients' assets. In these situations, SWAG continues to conduct ongoing due diligence of such managers, but such recommendations rely to a great extent on the Independent Managers' ability to successfully implement their investment strategies. In addition, SWAG does not have the ability to supervise the Independent Managers on a day-to-day basis.

Item 9. Disciplinary Information

SWAG has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management. That includes criminal or civil actions, administrative enforcement proceedings and self-regulatory organization enforcement proceedings.

Item 10. Other Financial Industry Activities and Affiliations

This item requires investment advisers to disclose certain financial industry activities and affiliations.

Licensed Insurance Agents

President Timothy S. Sullivan has a financial industry affiliated business as an insurance agent. From time to time, he offers clients advice or products from those activities. He provides the services through Strategic Wealth Insurance Group, Inc. Approximately 50% of Mr. Sullivan's time is spent in his insurance practice.

This practice represents a conflict of interest because it gives Mr. Sullivan an incentive to recommend products based on the commission amount received. This conflict is mitigated by disclosures, procedures, and the firms' fiduciary obligation to place the interests of the client first and clients are not required to purchase any products. Clients have the option to purchase these products through another insurance agent of their choosing.

Allocation of Client Assets to Independent Managers

The Firm invests client assets by selecting other Independent Managers. The Firm uses Independent Managers that also provide other business and operational support to the Firm. The Firm pays for the additional support (not the client), but there is still an incentive to use the Independent Manager that provides those additional services. This results in a conflict of interest. The Firm mitigates that conflict by

doing initial and ongoing due diligence on the Independent Managers to ensure that the management of client assets is in the best interest of the client.

Item 11. Code of Ethics

SWAG has adopted a code of ethics in compliance with applicable securities laws (“Code of Ethics”) that sets forth the standards of conduct expected of its Supervised Persons. SWAG’s Code of Ethics contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its Supervised Persons and the trading by the same of securities ahead of clients in order to take advantage of pending orders.

The Code of Ethics also requires certain of SWAG’s personnel to report their personal securities holdings and transactions and obtain pre-approval of certain investments (*e.g.*, initial public offerings, limited offerings). However, the Firm’s Supervised Persons are permitted to buy or sell securities that it also recommends to clients if done in a fair and equitable manner that is consistent with the Firm’s policies and procedures. This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by certain personnel to be completed without any appreciable impact on the markets of such securities. Therefore, under limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client, no Supervised Person with access to this information may knowingly effect for themselves or for their immediate family (*i.e.*, spouse, minor children and adults living in the same household) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the Supervised Person is completed as part of a batch trade with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers’ acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by money market funds; and iv) shares issued by other unaffiliated open-end mutual funds.

Clients and prospective clients may contact SWAG to request a copy of its Code of Ethics by contacting the Firm at the phone number on the cover page of this brochure.

Item 12. Brokerage Practices

Recommendation of Broker-Dealers for Client Transactions

SWAG does not recommend a specific broker-dealer to clients. The Firm relies on the Independent Managers that it will allocate assets to for the broker-dealer recommendation. The Independent Managers will be registered investment advisers and will be subject to a duty of best execution. The choice of broker-dealer / custodian and the Independent Manager's best execution responsibilities will be part of the Firm's initial and ongoing due diligence conducted on the Independent Managers.

SWAG does not consider, in selecting or recommending broker-dealers, whether the Firm receives client referrals from the Financial Institutions or other third party.

The Independent Managers will typically combine or “batch” securities orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the clients, differences in prices and commissions or other transaction costs that might not have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and allocated among the Independent Manager’s clients pro rata to the purchase and sale orders placed for each client on any given day.

The Independent Manager's disclosure brochure will describe its brokerage practices in further detail.

Item 13. Review of Accounts

Account Reviews

SWAG monitors client portfolios on a continuous and ongoing basis and regular account reviews are conducted on at least an annual basis. Such reviews are conducted by the Firm’s Principal. All investment advisory clients are encouraged to discuss their needs, goals and objectives with SWAG and to keep the Firm informed of any changes thereto.

Financial Plans are considered complete when recommendations are delivered to the client and a review is done only upon request of client.

Account Statements and Reports

Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. Clients should compare the account statements they receive from their custodian with any documents or reports they receive from SWAG, an Independent Manager or an outside service provider.

Item 14. Client Referrals and Other Compensation

The Firm does not currently provide compensation to any third-party solicitors for client referrals.

The Firm can receive economic benefits from the Independent Managers, but the Firm generally pays for any tools provided by the Independent Managers.

Item 15. Custody

SWAG is deemed to have custody of client funds and securities because the Firm is given the ability to debit client accounts for payment of the Firm's fees. As such, client funds and securities are maintained at one or more Financial Institutions that serve as the qualified custodian with respect to such assets. Such qualified custodians will send account statements to clients at least once per calendar quarter that typically detail any transactions in such account for the relevant period.

Item 16. Investment Discretion

SWAG is given the authority to exercise discretion on behalf of clients. SWAG is considered to exercise investment discretion over a client's account if it can effect and/or direct transactions in client accounts without first seeking their consent. SWAG is given this authority through a power-of-attorney included in the agreement between SWAG and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). SWAG takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold; and
- The Independent Managers to be hired or fired.

Item 17. Voting Client Securities

Declination of Proxy Voting Authority

SWAG does not accept the authority to vote a client's securities (i.e., proxies) on their behalf. Clients receive proxies directly from the Financial Institutions where their assets are custodied and may contact the Firm at the contact information on the cover of this brochure with questions about any such issuer solicitations.

Item 18. Financial Information

SWAG is not required to disclose any financial information listed in the instructions to Item 18 because:

- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of services rendered;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.