



701 Colorado Avenue, Stuart, FL 34994

772-600-0084

## FIRM BROCHURE

ITEM 1 - Cover Page -March 15, 2011

This Brochure provides information about the qualifications and business practices of **Strategic Wealth Management**, hereinafter referred to as "Advisor". If you have any questions about the contents of this Brochure, please contact us at **772-600-0084** and/or email address: **[kmartin@rgcn CPA.com](mailto:kmartin@rgcn CPA.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.

**Strategic Wealth Management** is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about **Strategic Wealth Management** also is available on the SEC's website at **[www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)**.

## Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated **March 15, 2011** is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting **Kimberly Ann Martin, President** at **772-600-0084** or **[kmartin@mrncpa.com](mailto:kmartin@mrncpa.com)**. Our Brochure is also available on our website at **[www.rgcncpa.com](http://www.rgcncpa.com)** and on the SEC’s website at **[www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)**, also free of charge.

Additional information about **Strategic Wealth Management** is also available via the SEC’s web site **[www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)**. The SEC’s web site also provides information about any persons affiliated with **Strategic Wealth Management** who are registered, or are required to be registered, as investment adviser representatives of **Strategic Wealth Management**.

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#### **Item 4 – Advisory Business**

Strategic Wealth Management Group, Inc. (SWM) was founded in 1995. SWM charges fees for financial planning and investment advice. SWM'S owner's are Stephen Roegiers, Gene Goldin, Amy Chappel and Scott Nall, CPA's. (RGCN), which has been incorporated since 1973.

We offer discretionary investment management. We begin by building on understanding of your resources, your time horizon and the level of risk that is appropriate to your situation. We work to define specific investment goals and strategies.

We assemble a diversified portfolio of no-load mutual funds, specifically to meet your individual objectives. Then we implement a time-line to monitor and rebalance the portfolio regularly to ensure it remains consistent with your investment goals.

You may impose restrictions on the types of securities or specific securities in your account only in unique circumstances.

We do not participate in any wrap fee programs.

As of December 31, 2010, we managed approximately \$56,757,000 in client assets on a discretionary basis, and no assets on a non-discretionary basis.

#### **Item 5 – Fees and Compensation**

Initial Fee - To develop investment policy and target asset allocation is at no charge

1.0% of assets under management up to \$250,000

.75% of assets under management in excess of \$250,000 but less than \$1 million

.50% of assets under management in excess of \$1 million

Investor Advisor is also a Certified Public Accountant and does work with clients on an advice as needed basis separate from Investing Firm. The can be changed on an hourly basis. The hourly fee is up to \$268 and is paid after the consultations.

All fees are subject to negotiation.

The specific manner in which fees are charged by Strategic Wealth Management is established in a client's written agreement with Strategic Wealth Management. Strategic Wealth Management will generally bill its fees on a quarterly basis in advance. Clients may

also elect to be billed directly for fees or to authorize **Strategic Wealth Management** to directly debit fees from client accounts. Management fees shall [or shall not] be prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals). Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

Strategic Wealth Management's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus.

Such charges, fees and commissions are exclusive of and in addition to Strategic Wealth Management's fee, and Strategic Wealth Management shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that **Strategic Wealth Management** considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

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

Strategic Wealth Management does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

## **Item 7 – Types of Clients**

**Strategic Wealth Management** provides portfolio management services to individuals, high net worth individuals and profit-sharing plans. Our minimum account size is \$250,000 and we may make an occasional exception to this policy.

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

For growth in equity exposure, we design the Portfolio to purchase a broad and diverse range of US securities with an increased exposure to small cap stocks and those it considers value (low-priced) stocks relative to the equity market universe. The universe is comprised of companies listed on the New York Stock Exchange, American Stock Exchange and Nasdaq National Market System. The Portfolio places a greater emphasis on small cap and value stocks. Increased exposure to small and value companies over time has proven to produce a greater return than those of large and "growth" stocks.

For fixed income exposure, we employ Investment Grade bond funds, as well as Investment Grade individual bonds from the U. S. Treasury, major U.S. Corporations, Municipalities, and Government Agencies.

We also focus on maintaining costs as low as possible and efficiently managing portfolio turnover. The Advisor believes that equity investing should involve a long-term view and a systematic focus on sources of expected returns, not on stock picking or market timing.

The investment portfolio we design to determine the ratio of equities and fixed income is reviewed and approved with you. A copy of your model portfolio (IPS) investment policy statement becomes part of your client profile and is updated on a need be basis.

### **Risks of Investing**

Our objective is to minimize risk by building a broadly diversified universe of eligible securities with precisely-defined risk and return characteristics. There are always risks in investing, which is why investing should involve a long term view and systematic focus on sources of expected returns, not on stock picking or market timing. We do not intend to purchase or sell securities based on prospects for the economy or the equity markets. Following are some of the inherent risks all investors are subject to experience randomly.

**Market Risk:** Even a long-term investment approach cannot guarantee a profit. Economic, political, and issuer specific events will cause the value of securities owned by the Fund Portfolio to rise or fall. Because the value of your investment in the Portfolio will fluctuate, there is the risk that you will lose money.

**Small Company Risk:** Securities of small companies are often less liquid than those of large companies and this could make it difficult to sell a small company security at a desired time or price. As a result, small company stocks may fluctuate relatively more in price. In general, smaller capitalization companies are also more vulnerable than larger

companies to adverse business or economic developments and they may have more limited resources.

**Value Investment Risk:** Value stocks may perform differently from the market as a whole and following a value oriented investment strategy may cause the Portfolio to at times underperform equity funds that use other investment strategies.

**Foreign Securities Risk:** Foreign securities prices may decline or fluctuate because of: (a) economic or political actions of foreign governments, and/or (b) less regulated or liquid securities markets. Investors holding these securities are also exposed to foreign currency risk (the possibility that foreign currency will fluctuate in value against the U.S. dollar). The fund portfolios do not hedge foreign currency risk.

**Interest Rate Risk:** Fixed income securities are subject to interest rate risk because the prices of fixed income securities tend to move in the opposite direction of interest rates. When interest rates rise, fixed income security prices fall. When interest rates fall, fixed income security prices rise. In general, fixed income securities with longer maturities are more sensitive to these price changes.

**Credit Risk:** Credit risk is the risk that the issuer of a security may be unable to make interest payments and/or repay principal when due. A downgrade to an issuer's credit rating or a perceived change in an issuer's financial strength may affect a security's value, and thus, impact the funds portfolio's performance.

**Income Risk:** Income risk is the risk that falling interest rates will cause the Fund's income Portfolio's income to decline.

**Securities Lending:** Securities lending involves the risk that the borrower may fail to return the securities in a timely manner or at all. As a result, the Fund Portfolio may lose money and there may be a delay in recovering the loaned securities. The Fund Portfolio could also lose money if it does not recover the securities and/or the value of the collateral falls, including the value of investments made with cash collateral. Securities lending also may have certain potential adverse tax consequences

## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of **Strategic Wealth Management** or the integrity of **Strategic Wealth Management's** management.

**Strategic Wealth Management** has no information applicable to this Item.

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

Stephen Roegiers, Gene Goldin, Amy Chappel and Scott Nall, CPA's, hereinafter referred to as (RGCN), which has been incorporated since 1973 and maintain and operate independently. In our opinion, this relationship enhances our abilities to manage client investment relationships. There is no requirement for clients of SWM to employ any of the above partners of RGCN for any accounting or tax services, nor is the focus of either person to use SWM to enhance their practice of public accounting.

Strategic Wealth Management has engaged a solicitor and/or sub-advisor to obtain new clients. The advisor and Strategic have satisfied the following four requirements:

1. The referral fee will only be paid by Strategic, which is an RIA.
2. The solicitor will not be subject to a statutory disqualification (i.e., subject to a SEC order or enjoined from acting as an IA or broker- dealer).
3. There will be an executed agreement between Strategic and the solicitor, which will describe the solicitor's activities, contain the solicitor's undertaking to perform those duties, provide a copy of the Strategic's brochure (Part 2 of form ADV) and if the solicitor is not an affiliate of the Firm, a disclosure document must be provided.
4. The solicitor is not a partner, officer, director, or employee of Strategic, the solicitor must provide a written disclosure which includes the names of the solicitor and advisor, nature of the relationship, description of the terms of the compensation arrangement, the amount of the compensation, and the amount the customer is paying in addition to the advisory fee for this solicitation.

We do not select other investment advisers for our clients.

## **Item 11 – Code of Ethics**

The Code of Ethics applies to all Employees and Advisory Representatives shall comply with all applicable federal and state laws and all rules and regulations of any governmental agency or self-regulatory organization as well as procedures of Strategic Wealth Management governing his/her actions. They are sent out annually or as amended. All employees have to initial their review of same and retained copy is available in our Policies and Procedures.



In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Strategic Wealth Management and its clients.

Advisor's complete Code of Ethics is available by submitting a request in writing to Strategic Wealth Management, 801 Colorado Avenue, Stuart, FL 34994. Attn: Compliance Officer

## **Item 12 – Brokerage Practices**

We do not maintain custody of your assets although we may be deemed to have custody of your assets simply by your enabling us to withdraw our fees from your accounts. Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. We currently recommend that our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Schwab, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. Currently if you do not wish to place your assets with Schwab, then we cannot manage your account. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account as described below (see “Your Brokerage and Custody Costs”). After review, the overall advantages when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds, etc.)

- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below (see “Products and Services Available to Us From Schwab”).

## **Your Brokerage and Custody Costs**

For our clients’ accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. In addition to commissions, Schwab charges you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different brokerdealer but where the securities bought or the funds from the securities sold are deposited (settled) into your 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, we have Schwab execute most trades for your account.

We have determined that having Schwab execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “How We Select Custodians/Brokers”).

## **Products and Services Available to Us From Schwab**

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab’s business serving independent investment advisory firms like us. They provide our clients and us with access to its institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. Schwab’s support services generally are available on an unsolicited basis (we don’t have to request them) and at no charge to us as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. If our clients collectively have less than \$10 million in assets at Schwab, Schwab may charge us quarterly service fees of \$1,200. Following is a more detailed description of Schwab’s support services:

## **Services That May Not Directly Benefit You**

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

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

## **Services That Generally Benefit Only Us**

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

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

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel. These occasions are few and far between.

## **Our Interest in Schwab's Services**

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as our clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give us an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by

the scope, quality, and price of Schwab's services (see "How We Select /Custodians Brokers") and not Schwab's services that benefit only us. We have over \$57,000,000 in client assets under management, and we do not believe that recommending our clients to collectively maintain at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest. From time-to-time, we may make an error in submitting a trade order on your behalf. When this occurs, we may place a correcting trade with Schwab. If an investment gain results from the correcting trade, the gain will remain in your account unless the same error involved other client account(s) that should have received the gain, it is not permissible for you to retain the gain, or we confer with you and you decide to forego the gain (e.g. due to tax reasons). If the gain does not remain in your account, Schwab will donate the amount of any gain \$100 and over to charity. If a loss occurs greater than \$100, we will pay for the loss. Schwab will maintain the loss or gain (if you do not retain the gain in your account) if it is under \$100 to minimize and offset its administrative time and expense. Generally, if related trade errors result in both gains and losses in your account, we use the net amount.

We have no soft dollar arrangements.

### **Item 13 – Review of Accounts**

REVIEWS: managed account are reviewed as often as necessary, at least quarterly. Financial planning accounts are reviewed annually. The calendar is the triggering factor.

REVIEWERS: the applicant's President reviews all client accounts. She does so on a portfolio analysis basis.

The applicant prepares quarterly portfolio evaluations for all managed accounted. In addition, all clients receive statements from their broker/dealers and mutual funds as appropriate. Strategic has custody of some account where it or an affiliated person has been named as a trustee or co-trustee. Such accounts and all others receive monthly statements directly from the custodian, as well as, quarterly statements from Strategic. Strategic treats all clients identically with respect to any investment decisions. An annual audit is prepared by an independent auditor, CPA firm, annually on behalf of those accounts where an affiliated person has custody.

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

Our firm policy prohibits compensation for referrals. We do not receive or consider any referrals from Schwab or any other broker-dealers.

## **Item 15 – Custody**

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. **Strategic Wealth Management** urges you in our quarterly cover letter to clients to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Strategic has custody of some account where it or an affiliated person has been named as a trustee or co-trustee. Such accounts and all others receive monthly statements directly from the custodian, as well as, quarterly statements from Strategic. Strategic treats all clients identically with respect to any investment decisions. An annual audit is prepared by an independent auditor, CPA firm, annually on behalf of those accounts where an affiliated person has custody.

## **Item 16 – Investment Discretion**

**Strategic Wealth Management** usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives or (IPS) Investment Policy Statement for the particular client account.

When selecting securities and determining amounts, **Strategic Wealth Management** observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, **Strategic Wealth Management's** authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to Strategic Wealth Management in writing.

#### **Item 17 – Voting *Client* Securities**

As a matter of firm policy and practice, Strategic Wealth Management does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Strategic Wealth Management may provide advice to clients regarding the clients' voting of proxies.

#### **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Strategic Wealth Management's financial condition. Strategic Wealth Management has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

#### **Item 19 – Requirements for State-Registered Advisers**

Education and Business Background of principal executive officer and management persons and all business actively engaged in other than investment advice are provided in Form ADV, which is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).