

Wealth Management Group Wrap Program Private Client Group Wrap Program

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FORM ADV PART 2A Appendix 1 WRAP FEE PROGRAM BROCHURE

This wrap fee program brochure provides information about the qualifications and business practices of Wealth Management Group, LLC. If you have any questions about the contents of this brochure, please contact us at (978) 624-3000 or Jamie@WMGroupLLC.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 Wealth Management Group, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. Our Firm IARD/CRD number is 128866.

Any references to Wealth Management Group, LLC as a registered investment adviser or its related persons as registered advisory representatives does not imply a certain level of skill or training.

Item 2 - MATERIAL CHANGES

This section identifies specific material changes that were made to the Wealth Management Group, LLC (WMG) Wrap Fee Program Brochure since the last annual update and provides you with a summary of such changes.

The following is a summary of the material changes to the initial Wrap Fee Program Brochure dated March 28, 2011:

Item 6

- WMG employs three major strategies when managing client assets: buy & hold strategy; trend following strategy; and a hedging strategy.

Item 9

- WMG participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade") member FINRA/SIPC/NFA. TD Ameritrade is an independent [and unaffiliated] SEC-registered broker-dealer. TD Ameritrade offers to independent investment Advisors services which include custody of securities, trade execution, clearance and settlement of transactions. WMG receives some benefits from TD Ameritrade through its participation in the program.
- WMG offers brokerage and custodial services through participation in the Schwab Advisor Services™ division of Charles Schwab & Co., Inc. ("Schwab"). WMG receives some benefits from TD Ameritrade through its participation in the program.
- WMG receives an economic benefit from Schwab and TD Ameritrade in the form of the support products and services it makes available to us and other independent investment advisers whose clients maintain their accounts at Schwab and TD Ameritrade. These products and services, how they benefit us, and the related conflicts of interest are described. The availability to us of Schwab and TD Ameritrade's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.
- WMG may receive client referrals from TD Ameritrade through our participation in TD Ameritrade AdvisorDirect. For information regarding additional or other fees paid directly or indirectly to TD Ameritrade, please refer to the TD Ameritrade AdvisorDirect Disclosure and Acknowledgement Form.

A copy of our updated Wrap Fee Program Brochure is available to you free of charge and may be requested by contacting us at (978) 624-3000 or Jamie@WMGroupLLC.com.

Additional information about WMG is also available via the SEC's web site www.adviserinfo.sec.gov. The IARD number for WMG is 128866. The SEC's web site also provides information about any persons affiliated with WMG who are registered, or are required to be registered, as Advisory Representatives of WMG.

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Item 4 – SERVICES, FEES AND COMPENSATION

Wealth Management Group, LLC (“WMG”) is an investment advisory firm that sponsors a wrap fee program and provides portfolio management services under the wrap fee program. Clients electing to participate in a wrap fee program will receive portfolio management services and execution of securities transactions for a single fee.

WMG has entered into a relationship to offer you brokerage and custodial services through the Schwab Advisor Services division of Charles Schwab & Co., Inc. (“Schwab”) or TD Ameritrade Institutional, a division of TD Ameritrade, Inc. (“TD Ameritrade”). There is no affiliation between WMG, TD Ameritrade, or Schwab. Clients with an account at Schwab or TD Ameritrade may participate in a wrap fee program.

WMG offers two wrap fee programs: the Wealth Management Group Wrap Program and the Private Client Group Wrap Program (referred to collectively as “wrap program”). Eligibility for participation in the wrap program will depend upon the aggregated value of assets* under WMG’s management:

- Wealth Management Group Wrap Program - For Clients who have less than \$1 million of assets* on which WMG or its Advisory Representatives receive any form of compensation
- Private Client Group Wrap Program - For Clients who have \$1 million or more of assets* on which WMG or its Advisory Representatives receive any form of compensation.

*Assets under WMG’s management may include assets in a wrap fee program held at Schwab or TD Ameritrade or assets outside the wrap fee program held at other financial institutions (“other financial institutions”) such as mutual fund companies, 529 college savings plan providers, variable annuity companies, retirement plans providers and private and public partnerships.

Under a wrap program, you will not pay any ticket charges or retirement account maintenance fees on accounts held in custody with Schwab or TD Ameritrade. All such fees and expenses will be borne by WMG. WMG and Advisory Representatives of WMG will receive a portion of the wrap fee for providing advisory services.

WMG offers portfolio review and asset management services on a discretionary basis. Discretionary trading authorization permits the Advisory Representative to make buys, sells and exchanges within the account as the Advisory Representative deems appropriate without contacting you prior to execution. You will need to execute a limited power of attorney granting discretionary trading authorization to Wealth Management Group and your Advisory Representative. WMG will manage the account exercising discretionary authority on the securities to be purchased and sold and the timing of such transactions. With the exception of the authorized payment of WMG’s advisory fees, WMG will not have the authorization to withdraw client securities or funds.

Advisory Representatives will gather information on your financial history, goals, objectives and financial concerns and assist you in developing an Investment Policy Statement which specifies your investment objectives, goals, and an asset allocation strategy. You will establish an account with

Schwab and/or TD Ameritrade and deposit cash, cash equivalents and securities and engage an Advisory Representative to manage the Account. Based on your investment objectives, risk tolerance and financial situation, your Advisory Representative will provide asset management services on a continuous and ongoing basis consistent with your Investment Policy Statement.

Payment Schedule

The annual fee for the wrap fee program is based on a percentage of assets under management, according to the schedule below. Fees are negotiable under certain circumstances (e.g., friends, family members, and employees of WMG) and are subject to change. Fees are not based on a share of capital gains upon or capital appreciation of the funds or any portion of the funds.

Advisory fees will be charged in advance of the billing period. The billing period will be on a calendar quarterly basis (i.e., March 31, June 30, September 30, and December 31). The quarterly advisory fee will be based on the value of the Account on the last business day of the just completed three-month period. Fees for partial periods will be prorated.

Advisory Fee = ((Account Value X Annual Fee) / 365) X Number of Days in the Quarter

The initial quarterly fee will be calculated at the end of the initial billing period. The fee will be prorated based on the number of days remaining in the three-month period. Thereafter, advisory fees will be charged in advance of the billing period. This means that you will initially receive two billings (one for the just completed quarter and one for the upcoming quarter). After that, you will receive one billing for each subsequent quarter.

Wealth Management Group Wrap Program

| Account Size | Annual Fee |
|---------------------|-------------------|
| First \$250,000 | 1.30% |
| Next \$750,000 | 1.00% |

Private Client Group Wrap Program

| Account Size | Annual Fee |
|---------------------|-------------------|
| First \$250,000 | 1.25% |
| Next \$750,000 | 1.00% |
| Next \$2,000,000 | 0.75% |
| Next \$2,000,000 | 0.60% |
| Next \$5,000,000 | 0.45% |

WMG may change the above fee schedule upon 30-days prior written notice to you.

Advisory fees are based on the aggregate value of all managed accounts within the established household. The value of the portfolio will include, but is not limited to, assets under the management of WMG held at Schwab or TD Ameritrade as well as those assets under WMG's management held outside of the wrap fee program at other financial institutions. Further information on non-wrap asset management services is available in the Wealth Management Group, LLC Brochure (Form ADV Part 2A).

For example, a household's aggregate portfolio value of all managed accounts is \$600,000. Using the Wealth Management Group Wrap Program Fee Schedule, the annual fee for the first \$250,000 will be at 1.30% and the balance of \$350,000 will be calculated at the annual fee of 1.00%.

Depending upon the circumstances, we may combine client accounts from one household with client accounts from other households to aggregate account values for fee calculations. The annual fee may then be based on an aggregate value of all accounts within the combined households.

If you participate in a wrap fee program, advisory fees will be deducted directly from your account(s) with Schwab or TD Ameritrade, provided you have given WMG written authorization. You will be provided with an account statement reflecting the deduction of the advisory fee. If the Account does not contain sufficient funds to pay advisory fees, WMG has limited authority to sell or redeem securities in sufficient amounts to pay advisory fees. You may reimburse the account for advisory fees paid to WMG, except for ERISA and IRA accounts.

Transactions in your account, account reallocations and rebalancing may trigger a taxable event, with the exception of IRA accounts, 403(b) accounts and other qualified retirement accounts.

A portion of the wrap fee will be paid to the following parties:

- The client's Advisory Representative,
- WMG, and
- Schwab or TD Ameritrade for brokerage and custodial services.

If the wrap account is opened with securities previously purchased through WMG's Advisory Representative, the Advisory Representative may have already received commissions on the purchase.

In addition to WMG's advisory fee, you should also be aware that the products we utilize within your portfolio will also charge fees (i.e., mutual fund expense ratios). Such fees are not shared with WMG and are compensation to the fund managers.

We will primarily recommend open-ended mutual funds including no-load and load waived or mutual funds purchased at net asset value (NAV). While certain products may pay 12b-1 fees, WMG will not receive these fees. Where applicable and for those accounts under its custody, Schwab or TD Ameritrade will retain the 12b-1 fees.

Depending on the level of the wrap program fee being charged to you and the amount of portfolio activity in your account, the cost of a wrap program may be more or less than if you obtained services

separately or paid commissions or paid for execution services. A wrap fee account as compared with a traditional commission based account or a fee-based account where you pay transaction charges may be more costly to you, particularly during periods when trading activity is lower. Therefore, this may result in a higher annual cost than if transactional costs and investment advice were segregated. During periods when trading activity is heavier, such as when the account is first opened, wrap fee accounts may result in lower costs.

Under the wrap fee program, Wealth Management Group will pay transaction and execution charges in a client account held at Schwab and/or TD Ameritrade. As such, there is a disincentive for Advisory Representatives to effect trades in these Accounts held at Schwab and/or TD Ameritrade.

Compensation received from a wrap program may be higher or lower than the compensation received should you have selected another advisory program or paid for brokerage and advisory services separately. Therefore, your Advisory Representative may have a financial incentive to recommend the Wrap Program over other programs or services. Such a practice presents a conflict of interest and gives WMG and the Advisory Representatives incentive to recommend investment products based on the compensation received rather than the client's needs.

Termination Schedule

You may terminate investment advisory services obtained from WMG, without penalty, upon written notice within five (5) business days after entering into the advisory agreement with WMG. You will be responsible for any fees and charges incurred from third parties as a result of maintaining the account such as transaction fees for any securities transactions executed and account maintenance or custodial fees. Thereafter, you may terminate investment advisory services with written notice to WMG. Should you terminate investment advisory services during the quarter, you will be issued a pro-rated refund of the prepaid advisory fee from the date of termination to the end of the three-month billing period.

Item 5 – ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

WMG's services are geared toward individuals and their families including high net worth individuals, trusts, estates, as well as corporations and other business entities.

WMG generally requires a minimum amount of assets be deposited to an account for the purpose of obtaining asset management services. WMG will generally require you to deposit a minimum of \$100,000 (cash or securities). However, under certain circumstances, WMG may waive the minimum account size requirement and accept accounts less than \$100,000. Such circumstances may include but not be limited to additional assets will soon be deposited or you have other accounts under management with WMG. You are advised performance may suffer due to difficulties with diversifying smaller accounts and due to risk controls potentially being compromised. Performance of smaller accounts may vary from the performance of accounts with more dollars invested since fluctuations in the market may have a great affect on a less diversified portfolio.

Item 6 - PORTFOLIO MANAGER SELECTION AND EVALUATION

WMG offers financial planning, retirement planning, and asset management services. WMG will provide asset management services on assets under custody with Schwab and/or TD Ameritrade, or on assets held at other financial institutions. Only those assets held at Schwab or TD Ameritrade are eligible for participation in a wrap fee program. A description of all programs and services offered by WMG is more fully disclosed WMG's Disclosure Brochure.

The Wealth Management Group Wrap Program and the Private Client Group Wrap Program are proprietary to WMG and do not offer access to other portfolio managers. The portfolio manager is the client's Advisory Representative.

Under the wrap fee program, you will not pay any ticket charges or retirement account maintenance fees on accounts held in custody with Schwab or TD Ameritrade. All such fees and expenses will be borne by WMG. WMG and Advisory Representatives of WMG will receive a portion of the wrap fee for providing advisory services.

WMG will provide asset management services on your assets held at other financial institutions provided WMG is listed on the account with limited trading authorization to allow us to place trades on your behalf. These accounts held at other financial institutions do not qualify for our wrap fee program. Any fees charged at these other financial institutions will be your responsibility.

Most accounts held at other financial institutions (not Schwab or TD) do not allow us to electronically download transaction and account balances into our asset management software. As a result, we cannot check for rebalancing trades on a weekly basis as we do for Schwab or TD Ameritrade accounts. As a result, we try to use products and procedures that do not require weekly checks for rebalancing trades such as: age-based funds, target date funds, asset allocation funds or automatic rebalancing options offered by the other financial institution. Once a year, we will review these accounts to ensure the plan/products/procedures are still appropriate for you.

WMG will manage a client's account based on the individual needs and goals of the client. Clients may impose restrictions on investing in certain securities or types of securities. The client's Advisory Representative will gather information on the client's financial history, goals, objectives, and financial concerns and assist client in developing an asset allocation strategy. All information gathered from client is confidential.

WMG does not charge performance-based fees.

We employ three major strategies when managing client assets:

1. Buy & Hold Strategy
2. Trend Following Strategy
3. Hedging Strategy

Buy and Hold Strategy

The majority of your portfolio will be allocated to the Buy & Hold Strategy across the following major asset categories:

Bonds

Domestic Stocks

International Stocks

Alternative Investments

Most of the time, our weightings will remain the same. We will only make adjustments when we feel it is necessary.

The two primary reasons that we will adjust the Buy & Hold portion of the portfolio would be:

1. To swap one manager with another because of poor relative performance. For example, we might move from one large cap growth fund to another because the new manager ranks higher on the scorecard that we use to rank each manager.
2. Rebalance the portfolio to fine-tune your asset allocation model to ensure we maintain a similar risk profile within the portfolio.

Academic research offers considerable evidence that the asset allocation decision far outweighs security selection and market timing in its impact on portfolio variability and performance.

Trend Following Strategy

We will allocate a portion of your portfolio to our Trend Following Strategy.

Our trend following strategy involves buying certain positions that are experiencing the strongest upward momentum (getting the most attention from investors) and selling them when another position takes the top spot, which we will then rotate into. We subscribe to a service called The Sherman Sheet, which provides us with this data. We will examine the following major asset categories:

- Cash
- Bonds
- Domestic Stocks
- International Stocks
- Real Estate
- Commodities/Natural Resources

We will select the top 3 that are experiencing a strong upward trend. We will only consider those major asset categories that are ranked above cash. If cash is ranked #1, we will allocate the entire trend following strategy to cash. If cash is ranked #2, we will allocate two-thirds of the trend following strategy to cash. If cash is ranked #3, we will allocate one-third of the trend following strategy cash.

Once we select the top 3 major asset categories to use, we will look at the subcategories to identify where we want to build our exposure. For example: if we decide that real estate (major asset

category) is highly ranked, then we need to determine whether to invest in domestic or international real estate (subcategories).

Each quarter, we will identify if and/or when we need to rotate into a new product. The goal of this strategy is to take advantage of investor emotions, in particular, greed.

Hedging Strategy

We subscribe to a service, The Sherman Sheet, that provides us with a weekly report showing us if we are currently in a BULL market (i.e., a good market) or a BEAR market (i.e., a bad market). When entering a BEAR market, we will implement our hedging strategy in all client accounts. Our strategy is to reduce your portfolio's risk to minimize losses for the duration of the BEAR market. When we enter a BULL market, it will be business as usual.

In order to minimize losses, we will build exposure within your portfolio to offset the risk within your Buy & Hold Strategy, in particular, the stock exposure. We utilize Bear funds to offset risk. Bear funds employ techniques that should make money if/when the stock market is going down. These profits should offset most of the losses we would expect to see within the stock exposure of the Buy & Hold Strategy if the market is falling.

There are 3 different types of Bear markets:

1. Secular Bear Market: which usually lasts decades.
2. Cyclical Bear Market: which usually lasts years.
3. Short/Intermediate Bear Market: which usually lasts weeks to months.

We are focusing on Cyclical Bear Markets. An example is the selloff we saw in the years 2000 through 2002 and in 2008.

WMG does not recommend individual stocks. Our primary approach is to hire professional managers through mutual funds, individual account managers, or exchange traded funds.

We use a disciplined process for analyzing investment options and constructing client portfolios. We use five risk profiles ranging from conservative to aggressive. After determining the client's appropriate risk level, we will assign the client to one of five asset allocation model portfolios. Our lower risk level asset allocation models contain a larger percentage of assets that do not correlate with the stock market. Our higher risk level asset allocation models contain a larger percentage of assets that DO correlate with the stock market. In constructing the portfolios, we use Morningstar software to identify if the risk and growth factors are appropriate for each risk level.

In determining the composition of investments within each model portfolio, we use a proprietary investment analysis strategy. We take into account the following:

- ✓ Experience of the manager and management team
- ✓ Competitiveness of the expenses charged for managing the fund
- ✓ Performance of the fund during prior market selloffs and rallies

- ✓ Compensation for the risk taken within the fund (i.e., high risk, high reward)
- ✓ Volatility of the fund
- ✓ Consistency of returns by the fund
- ✓ Value added by manager vs. buying cheap index fund

We weight each of the factors differently within our analysis and use Morningstar and Klein Decisions software to produce a ranked list of investment options. Through this process, we identify funds to use in client portfolios and monitor existing funds in client portfolios. If existing funds receive a poor score, we exchange the fund for another fund that scored better.

WMG adheres to a disciplined monitoring process:

- Weekly screening for any necessary rebalancing trades
- Monthly cash management screening to ensure clients who have periodic draws from their accounts to supplement income needs run smoothly
- Quarterly monitoring of fund performance to ensure fund managers are still competitive based on our proprietary screening process
- Annual analysis of tax management strategies to help limit tax liabilities for clients.

WMG does not represent, warrant or imply that the services or methods of analysis used by WMG can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to major market corrections or crashes. Past performance is no indication of future performance. No guarantees can be offered that your goals or objectives will be achieved. Further, no promises or assumptions can be made that the advisory services offered by WMG will provide a better return than other investment strategies.

As stated above, WMG primarily uses mutual funds. The risks with mutual funds include the costs and expenses within the fund that can impact performance, change of managers, and fund straying from its objective. Open ended mutual funds do not typically have a liquidity issue and the price does not fluctuate throughout the trading day.

Investing in securities involves risk of loss, including the potential loss of principal. Therefore, your participation in any of the management programs offered by WMG will require you to prepare to bear the risk of loss and fluctuating performance.

Voting Client Securities

WMG does not vote your securities. Unless you suppress proxies, the account custodian or transfer agent will send securities proxies directly to you. You may contact your Advisory Representative about questions you may have and opinions on how to vote the proxies. However, the decision to vote and how you vote the proxies is solely up to you.

Item 7 - CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS

We will gather financial information from you such as:

- Social Security or Tax Identification number
- Birth date
- Net worth and annual income
- Information about your personal finances
- Financial information such as bank accounts
- Other investment accounts, balances, statements, account numbers, etc.
- Investment goals and objectives and risk tolerance.

As the portfolio manager, your Advisory Representative will use this information to customize an advisory program based on your specific needs. Should this information change, you should notify your Advisory Representative.

Item 8 - CLIENT CONTACT WITH PORTFOLIO MANAGERS

You may contact WMG and your Advisory Representative at anytime. The frequency of client meetings are based on the value of the assets under management by WMG (see Review of Accounts in Item 9 – Additional Information for further details).

Item 9 – ADDITIONAL INFORMATION

There is no reportable disciplinary information required for WMG or its Advisory Representatives.

Advisory Representatives are licensed with various insurance companies. The insurance business is not a significant business to the Advisory Representatives and they do not concentrate resources toward the business. However, it is important to know that if Advisory Representatives recommend insurance products and if you purchase insurance products through them, they will earn commissions. This represents a conflict of interest in that the Advisory Representative recommends the insurance product and compensation is received by the Advisory Representative.

While Advisory Representatives endeavor at all times to put the interests of the clients first as part of WMG's fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest and may affect the judgment of Advisory Representatives when making recommendations.

WMG attempts to mitigate the conflict of interest with the potential receipt of commission by disclosing this conflict to you and by informing you that you are under no obligation to purchase insurance products or services through our Advisory Representatives. You may implement recommendations through other insurance agents.

Code of Ethics

WMG has a fiduciary duty to you to act in your best interest and always place your interests first and foremost. WMG takes seriously its compliance and regulatory obligations and requires all staff to comply with such rules and regulations as well as WMG's policies and procedures. Further, WMG strives to handle your non-public information in such a way to protect information from falling into hands that have no business reason to know such information and provides you with WMG's Privacy Policy. As such, WMG maintains a code of ethics for its Advisory Representatives, supervised persons and staff. The Code of Ethics contains provisions for standards of business conduct in order to comply with federal securities laws, personal securities reporting requirements, pre-approval procedures for certain transactions, code violations reporting requirements, and safeguarding of material non-public information about your transactions. Further, WMG's Code of Ethics establishes WMG's expectation for business conduct. A copy of our Code of Ethics will be provided to you upon request.

Neither WMG nor its associate persons recommends to clients or buys or sells for client accounts any securities in which we have a material financial interest.

WMG and its associated persons may buy or sell securities identical to those securities recommended to you. Therefore, WMG and/or its associated persons may have an interest or position in certain securities that are also recommended and bought or sold to you. WMG and its associated persons will not put their interests before your interest. WMG and its associated persons may not trade ahead of you or trade in such a way to obtain a better price for themselves than for you or other clients.

WMG is required to maintain a list of all securities holdings for its associated persons and develop procedures to supervise the trading activities of associated persons who have knowledge of your transactions and their related family accounts at least quarterly. Further, associated persons are prohibited from trading on non-public information or sharing such information.

You have the right to decline any investment recommendation. WMG and its associated persons are required to conduct their securities and investment advisory business in accordance with all applicable Federal and State securities regulations.

Review of Accounts

WMG conducts reviews with clients at least annually or as agreed by client and Advisory Representative. The frequency of client meetings are based on the value of the assets under management by WMG. Advisory Representatives will offer review appointments based on the following schedule:

| Account Size | Annual Client Meetings |
|-------------------------|------------------------|
| \$0 - \$250,000 | 1 Portfolio Review |
| \$250,001 - \$1,000,000 | 2 Portfolio Reviews |
| \$1,000,001 + | 4 Portfolio Reviews |

You may request more or less frequent meetings based on your specific needs.

You must notify WMG promptly of any changes to your financial goals, objectives or financial situation. Your Advisory Representative will review the portfolio allocation and determine recommendations for changes.

WMG will provide you with a written or electronic quarterly report which includes performance, current holdings, current asset allocation and an invoice for WMG's management fee. The invoice will specify the advisory fee, the value of the account and the period rate upon which the fee was calculated.

You will also receive monthly or quarterly statements directly from the account custodian. Additionally, the custodian will provide you with trade confirmations of all transactions occurring in your account.

Client Referrals and Other Compensation

Product vendors recommended by WMG may provide monetary and non-monetary assistance with client events and provide educational tools and resources. WMG does not select products as a result of any monetary or non-monetary assistance. The selection of product is first and foremost. WMG's due diligence of a product does not take into consideration any assistance it may receive. Therefore, this is not considered a conflict of interest but a benefit for you and WMG.

As mentioned in Item 4, WMG has entered into a relationship to offer you brokerage and custodial services through Schwab or TD Ameritrade. We receive an economic benefit from Schwab and TD Ameritrade in the form of the support products and services made available to us and other independent investment advisers whose clients maintain their accounts at Schwab and TD Ameritrade. These products and services, how they benefit us, and the related conflicts of interest are described below. The availability to us of Schwab and TD Ameritrade's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

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

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.

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 and not Schwab's services that benefit only us.

Trade Error Policy

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 the broker-dealer which has custody of your account. 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 and Charles Schwab & Co. Inc. ("Schwab") is the custodian, 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 such gain is not retained 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, they may be netted.

TD Ameritrade

WMG participates in the institutional advisor program (the "Program") offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC/NFA ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. WMG receives some benefits from TD Ameritrade through its participation in the Program.

As disclosed above, WMG participates in TD Ameritrade's institutional customer program and WMG may recommend TD Ameritrade to Clients for custody and brokerage services. There is no direct link between WMG's participation in the program and the investment advice it gives to its Clients, although WMG receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving WMG participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to WMG by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by WMG's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit WMG but may not benefit its Client accounts. These products or services may assist WMG in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help WMG manage and further develop its business enterprise. The benefits received by WMG or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, WMG endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by WMG or its related persons in and of itself creates a potential conflict of

interest and may indirectly influence the WMG's choice of TD Ameritrade for custody and brokerage services.

WMG also receives from TD Ameritrade certain additional economic benefits ("Additional Services") that may or may not be offered to any other independent investment Advisors participating in the program. Specifically, the Additional Services include Junxure CRM Software, Morningstar Principia CAMS, Morningstar downloading/reconciliation services, Morningstar CAMS Broker Dealer Reconciliation, Morningstar Workstation, Klein Decisions Products Analysis, By All Accounts, Sherman Sheet, Moneytree Software, and Redblack Rebalancing Software.

TD Ameritrade provides the Additional Services to WMG in its sole discretion and at its own expense, and WMG does not pay any fees to TD Ameritrade for the Additional Services. WMG and TD Ameritrade have entered into a separate agreement ("Additional Services Addendum") to govern the terms of the provision of the Additional Services.

WMG's receipt of Additional Services raises potential conflicts of interest. In providing Additional Services to WMG, TD Ameritrade most likely considers the amount and profitability to TD Ameritrade of the assets in, and trades placed for, WMG's client accounts maintained with TD Ameritrade. TD Ameritrade has the right to terminate the Additional Services Addendum with WMG, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, WMG may have an incentive to recommend to its clients that the assets under management by WMG be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. WMG's receipt of Additional Services does not diminish its duty to act in the best interests of its clients, including to seek best execution of trades for client accounts.

We may enter into arrangements with individuals called solicitors. The solicitor will refer clients who may be a candidate for our investment advisory services. In return, we will agree to compensate the solicitor for the referral. Compensation to the solicitor is dependent upon the client entering into an advisory agreement with WMG for advisory services. The solicitor will be compensated by a percentage of our advisory fee or a flat fee as agreed upon between WMG and the solicitor. Our referral program is in compliance with the federal regulations as set out in 17 CFR section 275.206(4)-3. The solicitation/referral fee is paid pursuant to a written agreement entered into between WMG and the solicitor. The solicitor will be required to provide the client with a copy of our disclosure brochure, Form ADV Part 2, and a Solicitor Disclosure brochure at the time of referring a client to WMG. The solicitor is not permitted to offer the client any investment advice on our behalf. Clients' advisory fees will not be increased as a result of compensation being shared with Solicitor.

We may receive client referrals from TD Ameritrade through its participation in TD Ameritrade AdvisorDirect. In addition to meeting the minimum eligibility criteria for participation in AdvisorDirect, we may have been selected to participate in AdvisorDirect based on the amount and profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade. TD Ameritrade is a discount broker-dealer independent of and unaffiliated with us and there is no employee or agency relationship between them. TD Ameritrade has established AdvisorDirect as a means of referring its brokerage customers and other investors seeking fee-based

personal investment management services or financial planning services to independent investment advisors. TD Ameritrade does not supervise us and has no responsibility for our management of client portfolios or our other advice or services. We pay TD Ameritrade an on-going fee for each successful client referral. This fee is usually a percentage (not to exceed 25%) of the advisory fee that the client pays to us ("Solicitation Fee"). We will also pay TD Ameritrade the Solicitation Fee on any advisory fees received by us from any of a referred client's family members, including a spouse, child or any other immediate family member who resides with the referred client and hired us on the recommendation of such referred client. We will not charge clients referred through AdvisorDirect any fees or costs higher than its standard fee schedule offered to its clients or otherwise pass Solicitation Fees paid to TD Ameritrade to its clients. For information regarding additional or other fees paid directly or indirectly to TD Ameritrade, please refer to the TD Ameritrade AdvisorDirect Disclosure and Acknowledgement Form.

Our participation in AdvisorDirect raises potential conflicts of interest. TD Ameritrade will most likely refer clients through AdvisorDirect to investment advisors that encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to obtain client referrals from TD Ameritrade, we may have an incentive to recommend to clients that the assets under management by us be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. In addition, we have agreed not to solicit clients referred to it through AdvisorDirect to transfer their accounts from TD Ameritrade or to establish brokerage or custody accounts at other custodians, except when its fiduciary duties require doing so. Our participation in AdvisorDirect does not diminish its duty to seek best execution of trades for client accounts.

Financial Information

WMG will not require you to prepay more than \$1,200 and six or more months in advance of receiving the advisory service.

WMG is financially stable. There is no financial condition that is likely to impair our ability to meet our contract actual commitment to you or any other client.

WMG has not been the subject of a bankruptcy petition.

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| Item 10 - REQUIREMENTS FOR STATE REGISTERED ADVISERS |
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This section is not applicable to WMG. WMG is not state registered. WMG is registered with the Securities and Exchange Commission.