
THE PERSONAL WEALTH COACH®

March 29, 2011

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A. CONTACT INFORMATION

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B. WHAT THIS IS

This brochure provides information about the qualifications and business practices of *The Personal Wealth Coach®*. 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 *The Personal Wealth Coach®* also is available on the SEC's website at www.adviserinfo.sec.gov.

C. REGISTRATION & CERTIFICATIONS

The Personal Wealth Coach® ("TPWC") is an investment adviser registered and operating under *The Investment Advisers Act of 1940* as amended. Registration does not imply any specific level of skill or training. All TPWC advising members are professionally certified by one or more professional certifying organizations. For specific professional designations representing skill levels or training, please refer to the Professional Certifications section at the end of this document.

WHY YOU SHOULD READ THIS BROCHURE

Creating an effective, efficient investment portfolio designed to last you the rest of your life and on which your very well-being may depend is a complex and challenging task. We at *The Personal Wealth Coach®* want to do it right. We want you to be happy with the result not only today, but for many, many years to come. *Our* well-being depends on you being satisfied and even enthusiastic about that long term result. We think of this process as a journey.

The first step in this journey is for each of us to understand what the other wants and is willing to do to achieve the goals and objectives that brought us together. It is critical that we accurately understand your needs, your desires, and the standard you expect of us. It is equally important for you to understand what we do and what we will not do; who and what we are and what we are not.

Our objective in writing this brochure is to disclose to you the critical elements of what we do and who we are here at *The Personal Wealth Coach®*. Knowing those elements will allow you to use us and the services we offer far more effectively. If you have any questions about the contents of this brochure, please do not hesitate to contact us at the telephone numbers or email address listed above.

ITEM 2: MATERIAL CHANGES

ANNUAL UPDATE

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of this Firm Brochure.

MATERIAL CHANGES SINCE THE LAST UPDATE

While there have been no material changes in the way we do business at *The Personal Wealth Coach*® since the last publication of our form ADV part II on July 19, 2010, the U.S. Securities and Exchange Commission ("SEC") issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative "plain English" format for publication by March 31, 2011. The new final rule specifies mandatory sections and organization. As a result, we have revised our form ADV Part II to reflect this new rule.

We have revised our methodology for describing how we charge fees for some of our clients to better disclose and explain the flexibility of the way we charge fees.

FULL BROCHURE AVAILABLE

Whenever you would like to receive a complete copy of this document, our Firm Brochure, please contact us at any of the addresses or telephone numbers listed on the cover page of this Brochure.

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ITEM 4: ADVISORY BUSINESS

A. OUR FIRM

The Personal Wealth Coach® (“TPWC”) is a fiduciary, fee-based investment advisory firm. In plain terms, that means that we will operate in your best interests. It also means that we will avoid conflicts of interest whenever possible. If a conflict of interest exists, we will clearly reveal it to you as well as why we believe that conflict should not or could not be avoided. It also means that we will avoid using sales based investment compensation unless it is clearly in your best interest to do so.

We are organized as The Wealth Coach, LLC in the State of Texas and have a branch office located in Connecticut. We have been operating as an investment adviser since July of 2007. Prior to that time that name and others were used going back to 1983 describing our operations as an independently contracting branch office of a series of investment advisers and securities broker-dealers.

The majority owner of *The Personal Wealth Coach*® is Jeffrey W. McClure, CFP®. Minority ownership of the firm is held by its individual advising members Jacob McClure, CIMA® and Carole-Lynn Saros, CPA, CFP® as well as the longer serving staff members at our Salado, Texas headquarters.

B. INVESTMENT ADVISORY SERVICES OFFERED

We primarily design and manage investment portfolios for individuals, families, trusts, and foundations. When requested, we will provide general personal financial planning and investment and or business advice if we believe we have the appropriate expertise in the specific area for which the request is made.

TPWC does not offer professional tax advice. Professional tax advice is a specialty area requiring certification and ongoing continuing education. While we will provide limited advice on general tax planning issues, we strongly advise you to consult with a qualified tax adviser such as a Certified Public Accountant or a board certified tax attorney prior to authorizing any tax-related transaction. We can provide no assurance that tax laws, rules, or regulations have not or will not change or that you will avoid or have the lowest possible taxation on any transaction.

Carole-Lynn Saros CPA, CFP® is a member of our firm who provides tax advice and preparation services through her own company and separately from advice provided through TPWC. While you are welcome to contact her for tax advice and/or preparation, you have no obligation to use her services.

We also do not offer legal advice. If we believe that a legal document you may be using is questionable, we will advise you to consult with a qualified attorney. We strongly encourage you to consult with a qualified attorney prior to taking any action with regard to your estate or any transfer of property to or from a different status or entity.

INVESTMENT ADVICE AND ACCOUNT MANAGEMENT AGREEMENT

Prior to any fees being charged or formal advice being given you will be given an Investment Advice and Account Management Agreement (“Agreement”) for your review and approval. The Agreement will set forth the terms and conditions under which your assets will be managed. Neither you nor

we may assign the Agreement without the prior written consent of the other party with the exception of assignment by will, trust, or other estate or trust document. The Agreement will remain in effect between you and us until terminated by either party in writing according to the terms contained in the Agreement. In the event a conflict exists between the Agreement and this form ADV, the provisions in this form ADV shall prevail.

The Agreement will include schedules of the investment accounts you wish us to manage, the specific fees we propose to charge and the specifics of how we propose to bill and collect those fees. There will also be a form included as a part of the agreement that will allow you to list any requirements, restrictions or objectives you wish us to be particularly aware of. You will be asked to sign and return the agreement before we proceed.

WRITTEN DISCLOSURE

A copy of this form ADV part 2-A will be provided to you prior to or with the execution of the Agreement. If you did not receive this disclosure at least forty-eight (48) hours prior to executing the Agreement, then you will have five business days subsequent to executing the Agreement to terminate the Agreement without penalty or fees.

INVESTMENT PORTFOLIO DESIGN AND MANAGEMENT

In our investment portfolio design and management we will first create an asset allocation analysis for your portfolio. Your analysis will be created from the current value of your portfolio, the amount and frequency of your planned future additions and/or withdrawals and your perception and attitude regarding market value variance (market risk). We will estimate the level of market risk which we believe you may be able to tolerate from our interview with you and from the responses you provide us on our Risk Tolerance Questionnaire.

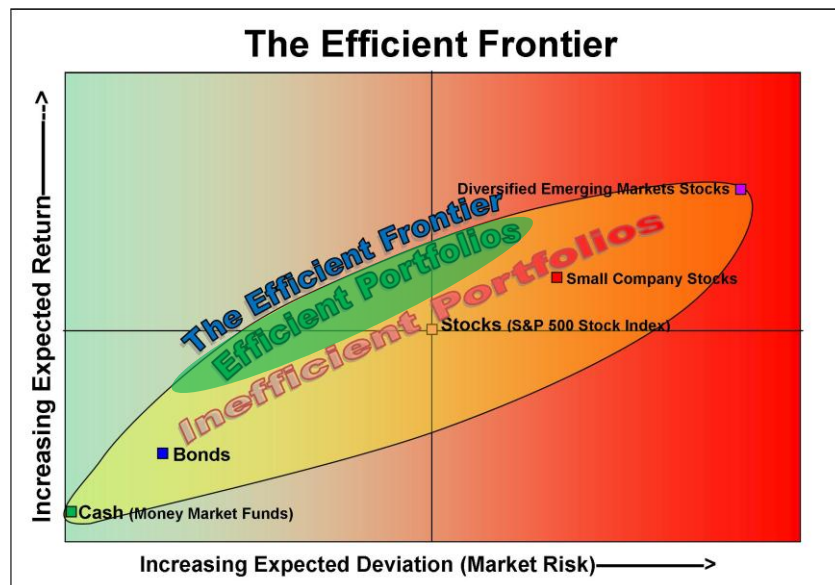
Your portfolio design analysis will be based on the tenets of *Portfolio Selection*, by Harry Markowitz as published in the March 1952 edition of *The Journal of Finance* and for which Dr. Markowitz was awarded the Nobel Prize in Economics in 1990. That publication outlines a theory of portfolio construction based on the concept of using *asset classes* rather than individual security selection or industry emphasis as the primary foundation for portfolio selection.

Subsequent to the award of the Nobel Prize to Dr. Markowitz, numerous studies have been documented indicating that between 65% and 95% of the market risk and total return produced by a broadly diversified portfolio of investments is solely attributable to *asset allocation*. In those studies, market timing, security selection, and even minimizing cost accounted for only between 5% and 35% of the total return. As a result, *we believe the most critical decision we will make in designing and managing your portfolio is determining the appropriate asset allocation to meet your specified needs and objectives.*

THE EFFICIENT FRONTIER

One of the most important aspects of Portfolio Theory is that a portfolio's deviation from a straight line return (market risk) will rise as the expected return rises. There is a line of most efficient portfolios that can be achieved with the appropriate asset class allocation. That line is called "The Efficient Frontier." Our objective will be to position your long term investment portfolio as close to that efficient frontier as is possible.

In the chart below, the area just below the upper-left boundary of the oval is where portfolios will be located that carry the least market risk for any given level of expected return. Inefficient portfolios will be located down and to the right of that area. Inefficient portfolios can reasonably be expected to drop further in declining markets and take longer to recover than would efficient portfolios. They can also be reasonably expected to rise further during so called "bubbles."



ASSET CLASSES DEFINED

An asset class is a set of investment securities with similar characteristics and which over time demonstrates a distinct behavior pattern measurably different from other classes. We typically will consider twenty or more asset classes when designing a portfolio.

For example, domestic equity (stock) asset classes are commonly divided into *value stocks*, those that trade at a discount to the underlying value of the company, and *growth stocks*, those which are priced higher than the break-up value of the company but which are believed to be destined for higher earnings in the future. Some companies are not clearly definable as either value or growth but have a blend of those characteristics and are referred to as *blend stocks*. A further division of domestic equity asset classes is based on size according to the companies' *capitalization* or total market value. We use the three size divisions of small-cap, mid-cap, and large-cap.

Examples of Domestic Equity (stock) Asset Classes			
	Value	Blend	Growth
Large-Capitalization Companies	Large-Cap Value	Large-Cap Blend	Large-Cap Growth
Mid-Capitalization Companies	Mid-Cap Value	Mid-Cap Blend	Mid-Cap Growth
Small-Capitalization Companies	Small-Cap Value	Small-Cap Blend	Small-Cap Growth

Studies, and more particularly the *Fama-French* study, have indicated that over the long-term, value stocks tend to perform better than growth stocks. Markowitz optimized portfolios will rarely contain growth or blend stock asset classes except in cases where the asset class choice is extremely limited. For those reasons it would be exceptional for us to include growth or blend asset classes in your portfolio.

Fixed-income asset classes are defined by the credit quality of the issuer and the average length of time to maturity of the underlying set of securities among other criteria. For example, we use short, intermediate, and long-term U.S. Treasury securities, short and intermediate-term corporate bonds among others as fixed-income asset classes.

A critical point in understanding asset classes and general market behavior is that the higher the long-term return of an asset class, the greater will be its *variance* over the shorter term. In other words, the higher the expected long-term return of an asset class or portfolio, the greater will be the short-term loss of value in a declining market.

The objective of Markowitz portfolio selection as we use it in your portfolio is to create a set of asset classes which historically have provided the least *variance* or *market risk* needed to achieve the expected return necessary to achieve your goals and objectives.

If an asset class is currently significantly above its historic average long-term return, then we will reduce the maximum allocation that the Markowitz model can assign to that class. We will additionally adjust the allocation in fixed income assets to reflect the average net yield to maturity of the funds we use.

We will periodically review, reanalyze, and reallocate your portfolio's asset classes to reflect the relative movement of asset classes within the portfolio and the resulting change in expected returns.

INVESTMENT SELECTION – HOW WE DO IT

The individual funds we use to represent the asset classes selected in your portfolio allocation are chosen according to:

- historic performance,
- length of management tenure,
- consistency of return, and
- internal cost structure.

Our primary source of information for these elements is Morningstar, Inc., primarily the digital publication, Morningstar Principia. We also will use other sources including fund prospectuses, *The Wall Street Journal*, *Barron's*, and other financial publications.

We use only no-load or load-waived funds unless you have a pre-existing investment or investments which would impose penalties for liquidation prior to a maturity date or provide some benefit other than investment value which we believe and you agree would be in your best interest to retain.

If active management has not demonstrated a significant improvement in total long term return for an asset class then, when possible, we will use low-cost index funds to represent that asset class. If active managers have consistently demonstrated a significantly better return over time in an asset class, then we will select one or more actively managed funds to represent the asset class in your portfolio.

When actively managed funds are used in your portfolio, we place an emphasis on the fund management. Our selection is based on the consistency with which those managers have created investment returns above that of their peers and the asset class in which they are investing. Typically we look for that consistently superior return to have been demonstrated over at least the last five to ten years.

If we are managing or advising on a portfolio for you in an employer sponsored retirement plan or some other set of limited investment choices, we will adjust the asset allocation model to fit those asset classes and funds available in your plan or investment product.

We will regularly and frequently review the individual funds used in your portfolio to detect changes in management or other indications that the investment may no longer be appropriate. When we discover information that causes us to no longer believe that the fund is likely to have a superior return into the future we will move your investment to what we consider to be a better selection or selections.

TAX MANAGEMENT

If you have a regular tax-deferred retirement account qualified under the Employee Retirement Income Security Act of 1974 (ERISA) such as an IRA, or employer sponsored retirement plan managed by us and you are utilizing it for retirement income or required minimum distributions, we will attempt to schedule your requested withdrawals from that account to provide you with the best tax position for any given year. We will also ask you to advise us of the appropriate level of withholding to be used to pay your taxes in a timely manner.

If we are managing investments in a non-tax qualified account or accounts for you, we will provide you with the opportunity to position some or all of your investment value in a no-load, tax-deferred variable annuity if you wish. While we will provide you with the tax planning implications of such a move, we strongly encourage you to consult with a qualified tax-adviser prior to utilizing or transferring to or from a non-qualified variable annuity.

When we are managing a fully taxable investment account for you we will attempt to take into consideration the tax implications of investment liquidations; however, when we are faced with a potential risk to your investment value we will prioritize investment decisions over tax avoidance. Unfortunately we can offer no assurance that we will provide you with the best tax avoidance in your accounts. All of the studies we have been able to find indicate that the net performance of a taxable portfolio managed for tax efficiency is far inferior to a portfolio managed for investment value.

While we are willing to advise you on general tax planning issues, it is important that you recognize that the federal and state tax laws are complex and are a specialty area. Consultation with a highly qualified tax adviser such as a Certified Public Accountant or a tax attorney is the best way to deal with more sophisticated tax issues. Carole-Lynn Saros, CPA, CFP® is an advising member of our firm but provides tax advice separately from the advice rendered by *The Personal Wealth Coach*®.

We are willing to discuss basic estate tax issues, but if you believe that your estate is potentially at risk because of estate tax issues, we strongly recommend you consult with a qualified estate attorney. We will be glad to work with him or her to structure your portfolio to minimize estate taxes.

PERSONAL FINANCIAL PLANNING

We will not routinely prepare a comprehensive financial plan as defined by the Certified Financial Planner® Board of Standards. Instead, we will address the specific areas that you request as well as other investment related areas that we believe may have a significant effect on your long term standard of living or the viability of your investment portfolio.

If you wish us to prepare a formal, comprehensive financial plan for you, we may agree to do so; however, we may charge you an additional fee for that service. If we anticipate we may charge you an additional fee, we will reach an agreement with you in advance on the specific planning you would like to see and the amount of the fee we will charge you to provide that written plan.

BUSINESS PLANNING AND ADVICE

We offer business planning and general advice to small businesses and to individuals who are considering starting a business. Fees for business planning and advice will be negotiated in advance and agreed to in writing prior to beginning the process. Our services in this area are limited to:

- Creating a business plan
- Measuring demand for products
- Setting prices for products
- Business valuation
- Efficiency evaluation of a given product to sales ratio (Equilibrium Price)

INVESTMENT TYPES ON WHICH WE OFFER ADVICE AND MANAGEMENT

Our advice and management of securities will generally be limited to investments registered under the Investment Company Act of 1940. If requested we can offer specific advice concerning individual stocks; however, that advice will generally be limited to providing you with published reports and purchase or sale advice from services to which we subscribe. At your request we will consider providing advice on other types of investments if we believe that we have the appropriate expertise to do so. Those types of investments include partnerships, real estate, oil and gas interests, employee stock options, and the purchase or sale of a business or a portion of a business.

In our management of your portfolio we will recommend and use investment funds registered under the Investment Company Act of 1940, commonly known as *mutual funds*, or recommend savings positions such as Certificates of Deposit insured by the FDIC, or other federally chartered agency or individual securities backed by the full faith and confidence of the United States government.

Where possible, at your request, we will accommodate your holding of relatively small amounts of individual stocks, bonds, or other securities in accounts we manage or on which we provide advice to you. However, we believe that having undiversified individual securities in investment accounts will tend to increase the risk of loss. We will advise you of that risk and ask you to agree in writing that you understand the increased risk involved.

We may recommend variable universal life insurance, variable annuities, and/or term life insurance contracts. We are willing to manage or advise on existing variable investment contracts you may hold. If we determine that it is not in your best interests to continue to a contract, we will recommend a transfer to a lower cost alternative if we believe it is prudent for you to do so.

We offer investment advice and/or management of employer-sponsored, defined-contribution retirement accounts such as Section 401(k), 403(b), and other similar accounts. You will have the choice to either allow us to directly manage the account or to have us provide you with recommendations which you will be responsible for implementing. Our management or advice on active, employer sponsored retirement accounts is provided on the same basis as we use on retirement and other accounts held at custodians we recommend. We normally will not bill active employer sponsored retirement plans for our fees. Instead we will apply fees we may charge for retirement account management to your other accounts. Whenever possible we will draw our fees from your accounts where the tax effect is anticipated to be minimized; however, we can give you no assurance that we will in all cases apply fees that result in the least taxation for you.

If you hold a defined-contribution employer-sponsored retirement account, such as a 401(k), 403(b), SIMPLE or similar account, and you are no longer employed by that employer, we will normally recommend that you roll-over the plan assets to an Individual Retirement Account (IRA) at a custodian we recommend. We believe that an IRA offers less risk and greater ease of control than an employer-sponsored plan.

C. SERVICES TAILORED TO THE INDIVIDUAL NEEDS OF CLIENTS

We focus on designing each investment portfolio to meet your specific needs. We do not have a proprietary set of investment portfolios or funds into which we will invest your money. In our ongoing research, we will have a set of mutual funds in each asset class which we have determined to be preferable; however, we may utilize funds you already hold in order to minimize taxes or

other expenses that we believe may more than offset the investment advantage of moving to a new investment.

INDIVIDUAL ASSET ALLOCATION ANALYSIS

We will create an individual asset allocation analysis for your investment portfolio based on historically effective and widely accepted methods. Then, if we have the freedom to choose the investments in your portfolio, we will select from the best investment managers we can find to represent those asset classes. If you have restrictions on the asset classes and managers, such as in an employee sponsored retirement account, we will base our analysis and fund selection on the asset classes and managers and/or funds you have available in that account.

The investments we use in your accounts may vary from those we use in other accounts. That variance may be the result of the size of your account, the length of time you intend to hold the account, your intended use and timing for the proceeds from the account, and/or your individual stated preferences.

INVESTMENT POLICY STATEMENT

We will prepare an investment policy statement ("IPS") for you and use it as the primary guide for our management or advice on your portfolio. At a minimum your IPS will include:

- Basic information about your age and time horizon as we understand it
- Your specific goals and objectives regarding your portfolio and your uses for it
- An assessment of your tolerance for market risk
- The specific accounts and their type with regard to tax treatment and restriction which you wish for us to manage or provide advice
- A set of statistical information describing the historic and expected performance of your prior and optimized asset allocations as well as the S&P 500 Stock Index for reference.

It is critical that you carefully review this information as we believe the historic market declines we illustrate in your IPS are a good guide to the level of market declines you may see in the future. If you are uncomfortable with the degree of decline seen in the IPS illustrations, a less aggressive allocation with a lower expected return is called for.

While we will prepare an individual portfolio analysis for each portfolio prior to investing and will use that analysis to guide our investment policy, we may execute the asset allocation in appropriate investment positions prior to our receipt of your approved and signed IPS. You have the right to instruct us to not allocate and invest your money prior to your approval of the IPS; however if you exercise that right we will not be responsible for any lost value or missed opportunity that may occur while we are awaiting your approval.

Supplemental information delivered with your IPS will include the specific investments we intend initially to use in your portfolio. You are encouraged to review the investments using one or more of the on-line information systems, e.g. Yahoo Finance, Google Finance, or Morningstar Mutual Funds. Both the specific investments and the asset allocation model for your portfolio will almost certainly be changed as time passes, but your initial positioning is a good example of the way we design and manage a portfolio. If you have questions or object to any aspect of this, please contact us using the addresses and telephone numbers listed on the cover page of this document.

We ask that you sign the IPS and return a copy to us for our records if you find it to be both accurate and satisfactory to you.

D. WRAP FEE PROGRAM

We do not offer our services through other investment advisers in a program whereby fees are split between ourselves and other investment advisers. Such programs are known as “wrap fee programs.” We also do not utilize wrap fee programs whereby we would hand off your investment management to another adviser for a portion of the total fee.

E. AMOUNT OF CLIENT ASSETS UNDER MANAGEMENT

As of March 28, 2011 we had approximately \$96,104,295 under our management for 211 advisory clients. Of that, \$93,206,706 was under our active management and we were providing investment advice on but did not have discretionary authority over approximately \$2,897,589.

ITEM 5: FEES AND COMPENSATION

A. HOW WE ARE COMPENSATED FOR OUR ADVISORY SERVICES

We are primarily compensated by fees charged directly to investment accounts that we manage. Our annual portfolio management fees range from 0.25% to 1.5% of assets under management depending on the size of the portfolio and the complexity of the analysis, advice, and management required to address special situations. We additionally will commonly, but not always charge a minimum annual retainer charge of \$500 to compensate us for meetings, special requests, and general financial and investment advice. The annual management and retainer fees are negotiable and will be agreed on in writing with you in advance as part of your Investment Advisory Agreement.

If you wish to have a comprehensive financial plan prepared or desire other specialized advice not directly related to the management of your investment portfolio, we may charge you an additional fee. Any special fees we may charge you for special, individualized advice will be negotiated in advance and agreed to in writing with the advising member of our firm who renders the advice.

Our normal *maximum* portfolio management fees based on assets under management in your total portfolio are:

On the first \$250,000 of assets under management, 1.50%;
on the next \$250,000 (\$250,000 to \$500,000), 1.30%;
on the next \$500,000 (\$500,000 to \$1,000,000), 1.25%;
on the next \$4,000,000 (\$1,000,000 to \$5,000,000), 1.10%;
on the next \$5,000,000 (\$5,000,000 to \$10,000,000), 1.00%;
on amounts over \$10,000,000, 0.50%.

Note that the fees listed above are the *maximum* normal fees for asset management. The advising member of our firm who is responsible for managing your portfolio may offer you lower fees. The

actual fees we propose to charge will be disclosed in detail in Schedule B of *The Personal Wealth Coach*® Investment Advisory Agreement.

SPECIAL FEE ARRANGEMENTS

If you wish to have a special fee arrangement and your advising member agrees to that arrangement, it may be described on Schedule B of our investment advisory agreement. If there is insufficient space on Schedule B for a complete description, space is provided on Schedule C for that purpose. For example, you may have an employee sponsored retirement account or contract in which there are a limited number of investment choices, but you wish us to manage those choices. You and your advising member may agree to a lower fee or no fee for the assets in that account if you have one or more other accounts on which we charge a fee. In other cases you may wish us to manage an account which requires extra research and attention and for which you are willing to be charged a higher fee than in our regular custodial accounts.

Special fee arrangements will be reviewed by at least one other advising member of our firm and approved by that member and your advising member prior to implementation. Such arrangements will only be approved and implemented if it is clear that the arrangement has been fully disclosed to you and is in your best interest.

ERISA QUALIFIED RETIREMENT ACCOUNTS

Such special arrangements will not be allowed where a different total compensation would apply to multiple retirement accounts held by the same client or related persons. If you have retirement accounts which are qualified for treatment under the Employee Retirement Income Security Act of 1974 ("ERISA"), such as one or more IRA, 401(k), 403(b), or other ERISA qualified plan, we will utilize "fee-leveling" in our charges to those accounts.

"Fee-leveling" means that we will take care that there is no differential in compensation we might receive between different accounts or investments used in your ERISA qualified retirement plans or accounts. In some cases that may mean that we will take special care to offset any compensation we might receive as a result of our relationship with NEXT Financial Group, Inc. in its role as a registered broker/dealer. In other cases we will take special care to ensure that there will be no difference in compensation because of any other fee arrangement.

B. FEES MAY BE DEDUCTED FROM ACCOUNTS OR BILLED

Our total monthly or quarterly fees may be charged to one, some, or all of your accounts, or you may elect to pay us by check. We prefer to charge your accounts directly as it provides a less burdensome administrative procedure both for us and for you. The account or accounts we propose to charge for our fees will be noted on Schedule B of your investment advisory agreement. The selection of which your accounts will be charged will be based on the size of the account, the purpose of the account, and the estimated tax treatment of the fees.

For example, if you have accounts held on behalf of minors to whom you are giving money, you may not want us to charge those accounts. In other cases, such as Section 529 education accounts or employer sponsored ERISA qualified retirement accounts, it may not be possible to charge fees to

those accounts. In those cases our management and other fees would be levied against other accounts you may have with your written permission.

In some cases it may be appropriate and more convenient to charge you a flat annual fee for our services and bill you quarterly. In such cases, we will reach an agreement with you in writing in advance of any charges and include the agreement in your Investment Advisory Agreement.

Annualized fees will normally be billed or debited from your accounts monthly in advance. The fees are calculated according to the number of days in the month based on the value of your portfolio on the last day of the preceding month. That means that we will bill you monthly at a rate of 1/365 of your annual fee percentage rate, multiplied times the number of days in the month. That percentage is then applied to the value of your portfolio on the last day of the preceding month. In individual cases where it would be inappropriate or you do not wish fees to be debited from your accounts we may send you a quarterly bill based on the balance of your account(s) on the last day of the previous quarter.

Fees for specific advice or financial planning services may be included in your annual fees or may be paid at the time of delivery of the advice. Up to \$500 may be paid in advance. We will agree on the amount and method of charges you will pay in writing prior to the advice or management being provided for any fees charged.

If you have retail investments that pay a commission for new money invested or provide an ongoing “trail” or “12b-1” fee and you elect to use a member of our firm to serve as the registered representative of record on that account, we will deduct any commission payments received by that member from your periodic fee billing. If the compensation any member of our firm receives as a result of investments you make in retail, commissionable accounts exceeds the periodic billing amount for any period, we will cease billing until the total fees we have agreed on have offset the retail compensation we have received.

C. CUSTODIAL TRANSACTION AND OTHER FEES

Although investments we use through our primary custodians are “no-load” or “load-waved” the custodians we use may charge you a transaction or “ticket” charge per transaction. Those charges range from \$10 to as much as \$50. We receive no compensation from those charges. Many funds we use through our regular non-retail custodians have no transaction charges associated with them, but may charge you as much as 1% of the transaction if liquidation occurs within some minimum period of time after the investment. Those funds typically have higher internal charges, typically in the form of a “12b-1” fee and have a compensation agreement to pay a small annual percentage of the invested value of your account to the custodian. We have no control over those fees and are not compensated from them.

We will provide you with a schedule of charges from Pershing Advisor Solutions, LLC, our primary custodian. Additionally, a schedule of charges will be provided to you from any other company which we use as a custodian for your account or accounts.

We will make every reasonable effort to avoid unnecessary transaction charges; however, as with taxes, our primary concern is the appropriateness of the underlying investment portfolio. Generally, the higher the transaction charge you pay, the lower the internal expenses charged by the fund. In

most cases the funds with the higher transaction charges will more than make up the difference through lower internal costs in no more than a few months.

Mutual funds held in your portfolio each have their own internal fees. Although we will avoid using funds with “front-loads” unless it is clearly in your best interest to do so, so called “no-load” funds have internal fees which vary greatly from fund to fund. If we receive compensation from any of those fees we will use that compensation to offset fees we otherwise would charge you for our services. The specific fees charged by each fund are disclosed in the fund prospectus.

In some mutual funds we may recommend or purchase on your behalf, there may be fees paid directly to the custodian by the fund. Those fees generally result in the custodian not charging a transaction fee to your account when shares are purchased or sold.

When we select funds for your portfolio, whenever we are aware of the ability to utilize a lower cost share class we will do so unless a taxable event would be generated in moving to the new share class which we believe would be more costly than the likely savings generated from the internal fund fee savings. Our primary focus will be the overall performance of the fund management. That is to say that if we have a choice between a historically higher performing manager with higher internal costs and a historically lower performing manager with lower internal costs we will generally choose the higher net historical performance over the lower cost.

D. PAYMENT IN ADVANCE AND REFUNDS

Normally billing for account management will be monthly in advance based on the balance in your total portfolio on the last business day of the preceding month. As markets generally increase in value over time, this is anticipated to reduce your total fees over a long period of time.

PAYMENT IN ADVANCE FOR CERTAIN SERVICES

If you request that a formal financial plan or a written business plan or analysis be prepared in addition to your investment policy statement we may charge you a separate fee. Depending on the size of your total portfolio invested under our management or advice, we may charge you up to \$500 in advance. If we do so we will deliver the written report to you within six months or we will refund the deposit.

TERMINATION OF ADVISORY AGREEMENT AND REFUND OF FEES

In the event you wish to terminate your investment advisory agreement with us, you should inform us in writing at our address listed on the cover page of this document. Please advise us of the date you wish the agreement to terminate and what you want us to do with the investments at that time. Specifically, you should inform us if you want the account liquidated to cash positions or to remain in the investments it currently holds.

If we have collected fees for the billing period during which you have requested termination or you have made a substantial withdrawal reducing your managed balance by more than 10%, any unearned fees we have charged will be refunded. We will calculate the refund by using the same formula we use for calculating the monthly billing using the number of days in the month following the termination.

Because it is forbidden by the rules of the Financial Industry Regulatory Authority ("FINRA"), we will be unable to refund retail compensation (commissions) paid to any member of our firm which we would otherwise recognize as fees should you terminate your advisory agreement before those fees are earned.

E. COMPENSATION FROM SECURITIES SALES AND OTHER SOURCES

1. Members of our firm are licensed to offer securities and insurance products to the public. This constitutes a potential conflict of interest in that, generally speaking, first-year commissions available to be paid on retail, commissionable, investment and insurance products are substantially higher than we would charge under a fee-based arrangement.

We primarily use mutual funds as the investment vehicles to represent the asset classes we have recommended. In the vast majority of cases we will recommend you use or we will purchase on your behalf only no-load or load-waived funds. If we determine and you agree that the use of a fund or other investment product that charges you a commission or pays a fee through a registered broker/dealer is more appropriate and in your best interest to use or retain we may recommend the use or retention of the commission-paying fund or investment.

2. If we recommend you purchase or retain a security which may pay a commission, you are not obligated in any way to use a firm through which we are licensed or which pays a member commissions. If you chose to use a firm or arrangement where commissions are not paid to a member of our firm, we will not apply those commissions against our fees.
3. Although members of our firm are licensed to offer retail, commission-based investment products, securities commissions earned by our members in lieu of fees provide only a small minority of our total compensation as an advisory firm. In each case where retail commissions are received from your accounts held under an advisory agreement, those accounts will only be retained in commission-paying retail positions in circumstances where it is clearly in your best interest to leave them there. If and when those circumstances change and we no longer believe it is in your best interest to hold retail, commission-paying positions, we will recommend a transfer to a non-commission paying account or position.
4. If any accounts exist which pay a commission or commissions to any member of our firm we will estimate that commission as a percentage of your assets under our management or on which we provide advice and deduct the dollar or percentage amount we receive from your estimated fees. If commissions are received for any new purchase of securities or investment in an investment product, then any commissions received will be applied as if they were fee payments received from your account.

An example where the continued holding of a fund that pays ongoing commissions might be in your best interest would be if you had purchased a fund or other investment that has a substantial charge for withdrawals or liquidation before a certain time period has elapsed after purchase. If we determine that the charges associated with moving to a lower cost position would exceed the likely savings or investment advantage, we may recommend you retain the commission-paying product until after the liquidation charge period has expired.

Another example might be seen if you held a variable annuity or variable life insurance contract with a guaranteed minimum death benefit which was substantially higher than the liquidation value. If we determined and you agreed that the additional costs of the existing variable contract were reasonable fees to pay for the additional guaranteed death benefit we would probably recommend you retain the higher expense investment product.

We will monitor any identifiable revenue we receive from investments which pay commissions and if the revenue we receive is greater than the estimate we have made, we will reduce or refund your billed advisory fees accordingly. Unfortunately, some of the commission income a member might receive is undifferentiated as to the person or investment product from which it came. When we cannot readily identify the source of such income we will rely on the contractual levels provided by the custodian of your investment to estimate the reduction in fees that should be applied.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Neither we nor any member of our firm charge or receive performance-based fees – that is, fees based on a share of capital gains on or capital appreciation of your assets –or conduct side-by-side management where a combination of asset based and performance fees are collected.

The Personal Wealth Coach® does not use a performance-based fee structure because we believe that type of compensation structure creates a potential conflict of interest. An adviser being compensated for increases in asset value may have a tendency to recommend higher risk investments in order to receive a greater fee in rising markets. As performance-based fee structures do not require the adviser to return money in a falling market; an incentive is created to create greater account value fluctuations.

We believe that the nature of our fee structure whereby we are compensated by a percentage of the value of your account provides an incentive for an adviser to minimize fluctuations. Our fees are structured so that we received an increase in fees as your accounts grow in value in direct proportion to that growth. Conversely we will receive a decrease in compensation if your accounts decline.

ITEM 7: TYPES OF CLIENTS

We provide investment advice and portfolio management for individuals, families, trusts, foundations, and small companies. Our normal minimum initial portfolio size per family is \$250,000; however, our advising members are authorized to waive the minimum. We routinely waive the minimum size for family members of existing clients.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

- A. We use the method described in *Portfolio Selection* by Harry Markowitz as published in the March 1952 edition of *The Journal of Finance* and for which he received a Nobel Prize in Economics in 1990 as the basis for all portfolio design and management. We also modify the

asset allocation selection created by Dr. Marowitz's formulas by limiting the use of asset classes which are currently significantly above their long term mean trend line. We manage and allocate assets to fixed income asset classes based on the calculated average yield to maturity or *duration* in the bond portfolios we have selected to represent the asset classes.

This process is explained in greater detail in *Investment Portfolio Design and* beginning on page 5 of this brochure.

Using any investment or investment product that has the potential to achieve a long term rate of return higher than short-term United States Treasury Bills or FDIC insured certificates of deposit involves a risk of a decline in market value after purchase. Markowitz Portfolio Theory and all of the available evidence to date indicates that the higher the expected long-term return of an investment portfolio the greater will be the shorter term market valuation losses in that portfolio in declining markets.

- B. It is in our opinion extremely important that you be informed of and seriously consider the degree of market valuation loss you will be able to tolerate in the shorter term. We will provide a *Risk Tolerance Questionnaire* to you to assist in determining your tolerance for market declines. We will additionally illustrate the percentage loss and length of decline that historically occurred in the asset allocation mix we recommend. If after considering the historic degree and length of market decline associated with your asset allocation you believe that you would not be able to tolerate such an event, you should inform us immediately so that we may reallocate your portfolio to a lower expected return with the resultant reduced potential for short term decline.
- C. We will limit our investment choices to only investment funds registered under the Investment Company Act of 1940 or securities backed by the full faith and confidence of the United States government or insured by a federally chartered agency such as the FDIC. Additionally, in custodial accounts where the failure of the custodian might put your investments at risk, we will only use accounts insured by the Securities Investor Protection Corporation ("SIPC") and which have well positioned private insurance coverage for securities valuations greater than the \$500,000 valuation covered by the SIPC.

The SIPC does not provide protection from market value variance, but does provide protection against the failure of the custodian for up to \$500,000 in securities including up to \$250,000 in cash positions. The SIPC does not insure the value of your securities but instead replaces missing stocks and other securities where it is possible to do so, even when the securities have increased in value. For more information on the SIPC, visit <http://www.sipc.org/how/brochure.cfm> or request an SIPC brochure from us.

In taking these precautionary steps we believe that we have largely eliminated *non-systemic* risk from your portfolio. Non-systemic risk is the risk that your investments will suffer severe permanent decline or be rendered worthless while the broad economy and relevant market indices do not permanently lose value.

An example of non-systemic risk loss would be if you had invested in a privately managed fund, one not registered under the Investment Company Act of 1940, and the company or person managing the fund were rendered insolvent resulting in creditors seizing the fund values. Recent examples of non-systemic risk losses can be seen in the failure of Enron,

hedge fund insolvencies, and Ponzi schemes such as those perpetrated by Bernard Madoff and Allen Stanford.

Although we believe we have largely eliminated the risk of loss due to financial failure and/or fraud, history demonstrates that market downturns can sometimes be severe and lengthy in nature. If you are taking a systematic withdrawal from your portfolio the distinct possibility exists that in any investment portfolio utilizing securities there may be periods when reducing the withdrawal is the most prudent way to reduce your risk of failure. If such an event occurs and we believe that it would be in your best interest to reduce your withdrawal rate, we will recommend you do so.

Perhaps the greatest risk to your portfolio if it is invested in a prudent manner is that of unscheduled lump-sum liquidations. If you elect to take either a lump-sum withdrawal or a greater systematic withdrawal from your portfolio than we have agreed to in your investment policy statement, the probabilities of your portfolio failing to provide a long term positive return will increase. If the withdrawal or withdrawals are made at a low point in a market cycle, the results could be catastrophic. In short, unscheduled and unplanned withdrawals could result in a collapse in your portfolio value and its inability to support your goals.

ITEM 9: DISCIPLINARY INFORMATION

Neither our firm nor any person affiliated with our firm has ever had any disciplinary action taken against them by any regulatory agency.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

- A. All of the advising and management members of our firm are registered to act as representatives of NEXT Financial Group, Inc. ("NEXT") to offer and provide service for registered securities and securities accounts.
- B. No member of our firm is registered or has an application pending to register as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.
- C. Relationships that are material to our investment advisory business or to you.
 - 1. Jeffrey W. McClure, CFP® and Carole-Lynn Saros, CPA, CFP® each hold the FINRA Series 7 (general securities) and Series 24 (registered principal) license through NEXT. Jacob A. McClure, CIMA® and Deaone L. Prall and Melissa Parker hold the FINRA Series 7 (general securities) license through NEXT. Holding a FINRA securities license enables a person to offer, trade, sell, and provide service on publicly traded securities and securities products. NEXT Financial Group, Inc. is a FINRA-registered broker-dealer and contractually will pay sales commissions to its registered representatives. This has the potential to be a conflict of interest in that, generally speaking, the sale of securities through a retail broker-dealer provides a substantially greater first-year compensation

for the representative than the provision of investment advice as a representative of an investment advisory firm.

Licenses held through NEXT with regard to our investment advisory services are to enable us to directly view and manage investment accounts held by our clients. Additionally, being licensed and serving as a registered representative of NEXT allows us to apply the fees and commissions generated by those investments to offset and reduce the fees we would otherwise charge you or your accounts.

The Personal Wealth Coach® has a contractual relationship with Pershing Advisor Solutions, LLC (“PAS”), a wholly owned subsidiary of Pershing, LLC (“Pershing”), a member of the New York Stock Exchange and a wholly owned subsidiary of The Bank of New York-Mellon. The contract is purely to allow our clients to use Pershing as a custodian for our clients’ advisory accounts. Members of TPWC are not representatives of PAS nor do they receive compensation from PAS.

Members of TPWC have contractual relationships with Jefferson National Life Insurance Company (“JNL”) which authorize those members to directly manage sub-account allocation of our clients’ variable contracts at JNL. Neither TPWC nor its members receive any compensation from JNL. Additionally, members may have third-party management agreements with other custodians enabling the member to manage the account or accounts described in the agreement on behalf of our clients. In some cases, the advising member may be appointed as an agent of the company where the account or contract is held. In those cases, the member may receive compensation paid through NEXT from that company which will be applied to offset fees which we would otherwise charge you.

2. Neither *The Personal Wealth Coach*® nor any of its members or employees has a professional relationship with any investment company or other pooled investment vehicle.
3. Carole-Lynn Saros is registered as an investment advisory representative (“IAR”) of NEXT Financial Group, Inc. NEXT, as an investment adviser has material and substantial differences in their policies, fees, and restrictions from those of *The Personal Wealth Coach*®. It is critical that you recognize which investment advisory firm Ms. Saros is representing when rendering advice to you. This disclosure brochure does not describe or represent in any way the legally required disclosures of NEXT Financial Group, Inc. in its role as an investment adviser.

In some jurisdictions it is prohibited for an investment advisory representative to represent more than one registered investment adviser. Ms. Saros will make every reasonable effort to avoid rendering advice in those jurisdictions; however, if you contact Ms. Saros for advice from a location outside of your home state it is incumbent on you to advise her of your location.

4. Neither *The Personal Wealth Coach*® nor any of its members or employees has a professional relationship with a futures commission merchant, commodity pool operator, or commodity trading advisor.

5. Neither *The Personal Wealth Coach*® nor any of its members or employees has a professional relationship with a banking or thrift institution.
6. Carole-Lynn Saros is a Certified Public Accountant and is the owner of CS Financial Services®, LLC offering income tax preparation and advice. Any tax services or advice offered or rendered by Ms. Saros is separate from advice offered through our firm. There is no obligation for any client of *The Personal Wealth Coach*® to use the services of CS Financial Services or to utilize Carole-Lynn for tax advice. Her role as a tax adviser and preparer of tax returns does not, in our opinion, constitute a conflict of interest.
7. Neither *The Personal Wealth Coach*® nor any of its members or employees has a professional relationship with a lawyer or law firm.
8. All advising members of *The Personal Wealth Coach*® are licensed to offer and service life insurance and annuity contracts, both fixed and variable. All members are appointed as agents by Western Reserve Life Insurance Company of Ohio and may be appointed by other companies. This constitutes a potential conflict of interest in that retail life insurance companies often pay very high commissions for the sale of their products.
9. Neither *The Personal Wealth Coach*® nor any of its members or employees has a professional relationship with a pension consultant.
10. Neither *The Personal Wealth Coach*® nor any of its members or employees has a professional relationship with a real estate broker or dealer.
11. Neither *The Personal Wealth Coach*® nor any of its members or employees has a professional relationship with a sponsor or syndicator of limited partnerships.

Our members' registrations and licenses create the potential for a conflict of interest in that the sale of commissioned insurance or securities products generally will provide a significantly greater source of revenue to the representative or agent than advisory fees.

We hold the registrations and licenses in order to continue to provide service to our clients on accounts where it is clearly in the best interests of those clients to retain their accounts or investments which are commission-paying retail accounts. Additionally, by holding the registrations and licenses we may continue to receive the "trail" and/or "12b-1" fees so that they can be used to offset our billed fees.

There is a potential conflict of interest in that by holding an existing commission-paying securities product, even if it is clearly in your best interest to do so, you could invest an amount of money in that product that would generate annual commissions greater than your agreed upon annual advisory fee. We will regularly monitor accounts where that potential exists and alert you if it appears that you might or have generated commissions which could exceed your agreed upon annual fee percentage or amount. If the generation of commission income is determined to be a result of advice or activity in your best interest, your advising member will arrange to offset your future fees to account for the additional income.

In the event that you terminate your advisory agreement with us while any member has received commissions in excess of the amount of fees we have earned, FINRA rules forbid a refund of those commissions.

We do not anticipate selling any new commissioned security, investment product, or insurance products to our advisory clients. If a situation arises where it clearly is in your best interest to use a commissioned product, a written explanation will be prepared by the advising member and approved prior to the sale you and by another managing member of the firm. That account will be monitored by either the President or the Chief Compliance Officer of the firm to ensure that fees are properly offset by commissions received and that full disclosure and approval has been accomplished.

- D. *The Personal Wealth Coach®* will not recommend other investment advisers; however, as disclosed in 10 C. 3 above, Carole-Lynn Saros, an advising member of *The Personal Wealth Coach®* is registered with NEXT Financial Group, Inc. as an investment advisory representative of that firm. Her recommendation or use of NEXT Financial Group, Inc. as an investment adviser or her recommendation of the use of any of the advisory affiliates of NEXT is not a recommendation by *The Personal Wealth Coach®* nor is *The Personal Wealth Coach®* responsible for or a participant in those recommendations.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. TPWC CODE OF ETHICS SUMMARY

The TPWC Code of Ethics ("Code") has been adopted by *The Personal Wealth Coach®* ("the firm") and is designed to comply with SEC Rule 204A-1 under the Investment Advisers Act of 1940.

The Code establishes rules of conduct for all members and affiliated persons of The Wealth Coach, LLC. It is designed to, among other things; govern personal securities trading activities in the accounts of our members as well as employees of the firm and persons employed by our members. The Code is based upon the principle that the firm and its employees, members, and affiliated persons owe a fiduciary duty our clients to conduct their affairs, including their personal securities transactions, in such a manner as to avoid:

- (i) serving their own personal interests ahead of clients;
- (ii) taking inappropriate advantage of their position with the firm and;
- (iii) any actual or potential conflicts of interest or any abuse of their position of trust and responsibility.

The Code is designed to ensure that the high ethical standards long maintained by our firm and its members continue to be applied. The purpose of the Code is to preclude activities which may lead to or give the appearance of conflicts of interest, insider trading and other forms of prohibited or unethical business conduct. The excellent name and reputation of the firm continues to be a direct reflection of the conduct of each member and affiliated person.

In accordance with Section 206 of the Advisers Act, The Wealth Coach, LLC, its members and affiliated persons are prohibited from engaging in fraudulent, deceptive or manipulative conduct. Compliance with this section involves more than acting with honesty and good faith alone. It means that we as a firm and as individuals have an affirmative duty of utmost good faith to act solely in your best interests at all times.

If you are employed by or otherwise have material information concerning a publically traded company which you share with any member of our firm, we will not buy or sell any security based on that information. If any member or related person of our firm becomes aware of insider information concerning a publically traded company he or she will immediately inform the Chief Compliance Officer and all members and related persons will be denied the right to buy or sell that security or securities.

We will provide a complete copy of our Code of Ethics to you or anyone else who requests it.

B. MATERIAL FINANCIAL INTEREST IN INVESTMENTS

Neither *The Personal Wealth Coach*® nor any of its members will recommend or purchase on behalf of an advised client any investment in which TPWC or any of its members have a material financial interest.

C. TPWC RELATED PERSONS INVESTING IN SAME SECURITIES AS CLIENTS

Members and other related persons of *The Personal Wealth Coach*® will routinely be invested in some or all of the same funds we recommend to our clients. Because we limit our advice and management practices to open-ended mutual funds and securities or savings positions insured or guaranteed by an agency or chartered entity of the United States government, we do not believe that a conflict of interest will arise from this practice. We also believe that no conflicts arise from the timing of such investments.

You may choose to hold or purchase investments in specific individual securities such as publically traded stocks or bonds, although we will not normally recommend you do so. The possibility exists that a conflict could arise if a member or related person at our firm holds or invests in the same issue. Our Chief Compliance Officer will monitor and approve all individual equity investments by members and related persons to prevent such a conflict.

D. PURCHASING SECURITIES AT OR ABOUT THE SAME TIME AS A CLIENT

Again, because of the restrictions we have placed on the investments we recommend or purchase on behalf of our clients, no conflict should arise from the timing of a member's investment purchase or sale.

ITEM 12: BROKERAGE PRACTICES

A. FACTORS CONSIDERED IN SELECTING OR RECOMMENDING A BROKER-DEALER

The Personal Wealth Coach® primarily utilizes Pershing Advisors Solutions, LLC ("PAS") as the custodian for our clients' accounts. PAS is a wholly owned subsidiary of Pershing LLC, a member of the New York Stock Exchange. Pershing, LLC is a wholly owned subsidiary of The Bank of New York – Mellon. PAS is an introducing broker/dealer and the actual custodial activity will be at Pershing, LLC.

PAS has provided the clients of *The Personal Wealth Coach*® with a discount on transaction charges based on the total value of assets held at PAS. It has additionally provided us with access to institutional share classes and load-waived classes of funds which have a significantly reduced expense to our clients' accounts. PAS through its parent company, Pershing, LLC, provides unlimited account insurance against the failure of the custodian. PAS also provides us with software for their trading platform and data downloads to Albridge Solutions, Inc., our third-party reporting service, without charge to us or our clients.

For those reasons we have elected to primarily utilize PAS as our custodian for our clients' accounts.

While we will recommend PAS for accounts that may be held in custody there, we do not require you to use PAS; however, if you choose to use another custodian we may impose an extra administrative charge to cover our additional time and expense to access, monitor, and conduct billing for a custodian you elect to use for accounts that otherwise might be held at PAS. Additionally, if you elect to use a custodian other than PAS we may be unable to achieve most favorable execution or costs on securities transactions.

We have advice and billing arrangements with multiple variable contract insurance companies where we have client accounts on which we advise and manage assets. We will not impose any extra charges for the use of those companies as custodians.

We commonly utilize Jefferson National Life Insurance Company ("JNL") as a custodian for non-ERISA qualified, tax-deferred accounts. We have chosen JNL because of the very low internal cost to our clients, the absence of commission charges on most transactions, and the relatively large number of internal asset class and fund choices available. Neither *The Personal Wealth Coach*® nor its members are agents of JNL, nor do we receive any compensation from JNL for our activities there.

If you have an existing account or accounts from which we believe it would not be in your best interest to move your investments, we will advise you on the fees for management of those accounts in advance and generally will not impose an extra charge. If the custodian holding your account is willing to establish a relationship recognizing us as your investment adviser, we will establish that relationship and exercise discretionary management on your behalf with your written permission.

If you have any form of commission-paying investment product which you wish to retain or which would not be in your best interest to liquidate, in situations where it is possible to do so we will recommend that you use NEXT Financial Group, Inc. as your securities broker/dealer with a member of our firm as the registered representative of record. That arrangement will allow the commissions received by the representative of record to be credited against your fees from our firm, thereby reducing your overall cost.

We do not require you to hold commissionable assets with NEXT but if you elect to retain or hold assets on which you want our advice at another broker/dealer we will not provide an offset to our fees for commissions or fees paid to that broker/dealer.

1. RESEARCH AND OTHER SOFT DOLLAR BENEFITS

Other than the software used to facilitate trading and account reporting, we receive no soft-dollar or other benefits from PAS. Pershing, LLC has a conference each year; however, we receive no

special discounts or other compensation related to that or any other function sponsored or put on by Pershing. We believe there is no conflict of interest in our relationship with PAS or Pershing, LLC.

NEXT provides our members with a discounted access to group liability insurance, client portfolio reporting by Albridge Solutions, Inc., and email services. In his role as a branch office manager and Office of Supervisory Jurisdiction (“OSJ”) for NEXT, Jeffrey McClure provides the clients of TPWC with Medallion Signature Guarantee service. While these services are valuable to us and to our clients, NEXT does not currently impose a minimum level of retail commissions to receive those benefits and we pay directly both for the services and in the form of a fee charged on our gross revenues as an investment adviser.

NEXT holds an annual conference which our members may attend. Each attending person must pay an attendance fee; however, the fee does not cover the full cost of the conference. The difference is paid from money collected from various vendors of software, training, and investment products who advertise and have booths and/or speak at the conference. We consider the total package of non-financial services provided by NEXT to be highly beneficial to our investment advisory clients; however we do recognize the potential for a conflict of interest arising from NEXT’s provision of those services.

We receive no special compensation from PAS, Pershing, or any mutual fund or variable insurance company other than on accounts held through NEXT. On securities held through NEXT we may receive commissions, 12b-1 fees, or trail fees. We will estimate the amount of that compensation and provide disclosure to you as part of our investment advisory agreement. Commonly, NEXT does not provide us with a detailed breakdown by client of compensation received from 12b-1 and trail fees. In those cases we will make a good-faith estimate of the fees based on the contractual payout rate supplied by the custodian. If we receive identifiable revenue from NEXT on any account held in your name, that revenue will be used to offset fees that would otherwise be charged to your accounts.

Both NEXT and Pershing provide classes at their conferences which give an attending member continuing education credits toward their professional certifications as well as regulator mandated continuing education classes. The member cost of attendance at the conference may be less than the cost of separately purchasing on-line or written courses to meet those requirements.

2. BROKERAGE FOR CLIENT REFERRAL

Neither *The Personal Wealth Coach*® nor its members directs client accounts to any broker-dealer in return for client referrals.

3. DIRECTED BROKERAGE

The Personal Wealth Coach® does not require you to utilize the broker-dealers we recommend; however, if you chose to utilize a broker-dealer other than the ones we recommend you may not receive *best execution*. That is to say that you may have higher expenses and not have the choice of asset classes and managers that we consider optimum.

B. AGGREGATED PURCHASES OR SALES

Because *The Personal Wealth Coach*® exclusively uses Investment Company Act of 1940 and FDIC insured or U.S. government guaranteed investments, there is no advantage to aggregating purchases or sales for your accounts. As a result no purchase aggregation is anticipated. The discounts we receive for transactions at PAS are based on our assets under management there and as such could be considered an aggregation of purchases or sales to achieve a lower client account expense.

For accounts held at Pershing Advisor Solutions our use of institutional fund shares, which generally have a lower internal cost than other shares, is the result of Pershing's aggregating the value of all shares held through them as a custodian and thereby is an advantage to our clients. A similar reduction in cost is provided for accounts held custodially at Jefferson National Life Insurance Company for non-ERISA-qualified tax-deferred accounts.

ITEM 13: REVIEW OF ACCOUNTS

Review of your accounts may be done internally by a member of our firm or may be done in coordination with an appointment, either by phone or in person. Additionally, if it is more convenient for you, we can prepare a summary and consolidated report on your portfolio to be delivered to you by physical or electronic mail.

A. PERIODIC REVIEWS

Your accounts will be reviewed at least once per billing cycle (normally monthly, but at least quarterly) by one of our members to check for allocation drift and fund imbalances. We encourage you to set up personal reviews at least once per year to refresh your memory and to allow you to let us know of any changes that have taken place which might affect the way we need to manage your portfolio.

We will contact you to schedule a portfolio review if you have not scheduled one within the last eighteen months, and may request an appointment more often. A thorough account review and optimization analysis will be conducted in conjunction with each client review appointment.

If you do not schedule a personal review of your portfolio after we have attempted to contact you, we will contact you via email or USPS mail to refresh our information on your status, goals, and risk tolerance. If you return the forms we provide, we will use that information to review your portfolio. If you do not return the information we will conduct a thorough review of your portfolio based on the most recent information we have on file.

B. OTHER THAN PERIODIC REVIEWS

If during our monthly or quarterly review, any asset class has varied from the most recent optimization allocation more than 10% of the total portfolio value, then that portfolio will be referred to the advising member responsible and a complete portfolio analysis will be made to determine if a re-allocation or a rebalancing is needed.

If we determine that a significant market shift has occurred or is occurring which either changes our allocation model or has created a significant imbalance in a large number of portfolios we will review and potentially reallocate any portfolio that is, in our opinion, at risk.

When we determine that a fund or fund manager is no longer appropriate or suitable to be held in your portfolio we will liquidate that fund and substitute one or more funds in its place. This may be done on a generalized basis.

Any time we become aware of a change in your risk tolerance, goals, or objectives for your portfolio, we will schedule a review and conduct a new analysis of your portfolio. Such changes may also generate a new investment policy statement for your review and signature. If there has been a significant change in your circumstances or objectives, it is your responsibility to contact us as soon as you can to advise us of the change so that we can properly adjust your portfolio to accommodate your new situation or objectives.

C. REPORTS

We will provide quarterly reports on the value and performance of your portfolio produced by Albridge Solutions, Inc., a third party data gathering and reporting firm, if you indicate to us that you want us to do so. At any time you may request a special report be prepared and delivered to you either electronically or by physical mail.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

Members of *The Personal Wealth Coach*® receive non-cash benefits from NEXT Financial Group, Inc. such as discounted access to a third-party consolidated report and performance reporting service, access to signature-guarantee services, discounted costs for continuing professional education classes, and discounted group errors and omissions insurance coverage. These benefits are paid for by the individual members and are used to serve TPWC clients, but are less expensive because of the members' relationships with NEXT Financial Group, Inc.

The non-cash benefits are described in more detail in each members section in the Form ADV Part II-B supplement to this brochure.

Currently, NEXT has waived the normal minimum amount of broker-dealer revenue in order for members of TPWC to continue to receive the availability and discounted pricing on these services; however, NEXT has warned us that the possibility exists that a minimum amount of broker-dealer revenue may be imposed in the future. If NEXT lifts the waiver for its normal minimum revenues per office and per representative, advising members of TPWC will have an incentive to create revenues through NEXT for the purpose of retaining registration there.

Advising members' activities in accounts managed by TPWC are monitored by the President and the Chief Compliance Officer to ensure that any commissionable transactions made through NEXT are made in your best interests and that commissions received are used to offset fees that would otherwise be billed to your accounts.

We do not provide compensation for clients referred to us nor do we receive compensation from anyone if we refer a client to them.

ITEM 15: CUSTODY

All client investments and funds will be held by a qualified independent custodial institution such as a broker-dealer, mutual fund company, insurance company, or bank. We are considered to have custody of your funds in that we may bill your accounts for our agreed upon fees; however, we will not at any time take physical possession of your investments nor your money, nor will we be in a position to direct either your investments or the proceeds from your investment to any account, location, or person other than those which you have authorized in writing. All custodians we use will send you a statement showing all transactions in your accounts at least quarterly. You should review that statement carefully to detect any unauthorized transactions.

Statements may be delivered by U.S. Mail, delivery service, or electronically depending on the instructions provided by you to the custodian. **If you do not receive a statement within a reasonable period after the end of any calendar quarter from any custodian holding securities or funds on your behalf, please notify us immediately so that we may request the custodian to provide you with a statement. Your custodial statements are the only official notification of your holdings and the dated value of those holdings. Reports you receive from us are compiled from sources which we consider to be reliable, but are not official statements.**

If you elect to receive a quarterly report from us, you should compare the holdings and values listed on the statement to the holdings and values listed on the report. If there are any discrepancies please contact us as soon as possible.

Each of your accounts is held separately at your custodian. We will not pool your accounts together, nor will we co-mingle your funds or investments with other clients' assets.

You will retain full rights of ownership in your account(s). That is to say that you will have the right to withdraw securities or cash, exercise or delegate proxy voting, receive transaction confirmations, to transfer funds and to effect transactions.

If you exercise your right to individually conduct trading or transactions in an investment advisory account without consulting with us, we may terminate our advisory agreement for that account or for the entire portfolio. We are not responsible for any activity in the account directed by you unless we have consulted in advance and provided you with our written recommendations.

ITEM 16: INVESTMENT DECISIONS

We normally have *discretionary authority* on your accounts if they are held at Pershing Advisor Solutions ("PAS"), Jefferson National Life ("JNL"), or one of the other custodians with which we have third party management agreements. With your specific permission we may directly manage other accounts where you give us access and authority to do so.

In our Investment Advice and Account Management Agreement, you have the right to decline our direct management and elect to instead receive written recommendations from us and act upon those recommendations yourself. In some accounts, such as company sponsored retirement plans, you may choose to not give us access or not have the ability to do so. In accounts where you have not given us the authority to make changes you will have the responsibility to implement the advice we provide.

You may restrict our portfolio design. For example, you may have an investment or investments in your portfolio that you wish to retain without regard to our opinion of the appropriateness of that security. We will provide you with an opportunity to indicate your restrictions and special requests on Schedule C of our Agreement.

For our primary custodians, Pershing Advisor Solutions, LLC, and Jefferson National Life, your account application and agreement which you sign in order to open your account(s) has a limited power of attorney authorizing us to have discretionary authority to buy, sell, and transfer funds internally within your accounts. For other custodians, we will typically utilize a third party management agreement which when signed by you authorizes us to execute transactions and transfers internally to the account. In accounts where a third party investment advisory agreement is not provided by the custodian, you may provide us access to the account for the purpose of reallocations. We will only accept authority to access accounts where the nature of the account or the custodial agreement you have on the account prevents liquidations being made without your specific written authorization directing proceeds to your address of record or another account held in your name.

We do not have the authority to transfer funds out of your accounts other than the fees you have authorized us in writing to charge your accounts. If you wish us to facilitate the transfer of funds from your accounts to you or to another account which you own, you will need to do so in writing in a form acceptable to the custodian.

In accounts where you have direct access and authorize us to manage your fund choices and allocations, your authorization to do so is in our Investment Advice and Account Management Agreement.

ITEM 17: VOTING CLIENT SECURITIES

We will not vote on your behalf with regard to shareholder actions in your securities. You will receive your proxies directly from your custodian and commonly we will not have seen them before you receive them. At your request we will conduct reasonable research into the action or actions on which you have been asked to vote. You may contact us at any of the addresses or numbers listed on the cover sheet of this document.

ITEM 18: FINANCIAL INFORMATION

- A. We will not require or solicit prepayment of more than \$500 in fees from you six months or more in advance and are thereby not required to provide you with an audited financial statement on our firm.
- B. There are no financial conditions that we are aware of which are likely to impair our ability to meet contractual commitments to our clients.

Neither *The Personal Wealth Coach*® nor any of its advising members have ever been the subject of a bankruptcy petition.

PROFESSIONAL CERTIFICATIONS

Advising members of *The Personal Wealth Coach*® have earned certifications and credentials that are required to be explained in further detail.

CERTIFIED FINANCIAL PLANNER™ (CFP®)

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To obtain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board’s *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The Standards prominently require that CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

CERTIFIED INVESTMENT MANAGEMENT ANALYST (CIMA®)

The CIMA certification signifies that an individual has met initial and on-going experience, ethical, education, and examination requirements for investment management consulting, including advanced investment management theory and application. Prerequisites for the CIMA certification are three years of financial services experience and an acceptable regulatory history. To obtain the CIMA certification, candidates must pass an online Qualification Examination, successfully complete a one-week classroom education program provided by a Registered Education Provider at an AACSB accredited university business school, and pass an online Certification Examination. CIMA designees are required to adhere to the Investment Management Consultants Association's Code of Professional Responsibility, Standards of Practice, and Rules and Guidelines for Use of the Marks. CIMA designees must report 40 hours of continuing education credits, including two ethics hours, every two years to maintain the certification. The designation is administered through the Investment Management Consultants Association.

CERTIFIED PUBLIC ACCOUNTANT ("CPA")

CPAs are licensed and regulated by their state boards of accountancy. While state laws and regulations vary, the education, experience and testing requirements for licensure as a CPA generally include minimum college education (typically 150 credit hours with at least a baccalaureate degree and a concentration in accounting), minimum experience levels (most states require at least one year of experience providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA), and successful passage of the Uniform CPA Examination. In order to maintain a CPA license, states generally require the completion of 40 hours of continuing professional education (CPE) each year (or 80 hours over a two year period or 120 hours over a three year period). Additionally, all American Institute of Certified Public Accountants (AICPA) members are required to follow a rigorous Code of Professional Conduct which requires that they act with integrity, objectivity, due care, competence, fully disclose any conflicts of interest (and obtain client consent if a conflict exists), maintain client confidentiality, disclose to the client any commission or referral fees, and serve the public interest when providing financial services. The vast majority of state boards of accountancy has adopted the AICPA's Code of Professional Conduct within their state accountancy laws or has created their own.