

Brochure

Form ADV Part 2A

Item 1 - Cover Page



CRD# 148284

11175 Cicero Drive
Suite 650
Alpharetta, Georgia 30022

(678) 527-2800

www.RedwoodWM.com

October 31, 2014

This brochure provides information about the qualifications and business practices of Redwood Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at (678) 527-2800 or info@redwoodwm.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Redwood Wealth Management, LLC is an investment advisory firm registered with the appropriate regulatory authority. Registration does not imply a certain level of skill or training. Additional information about RWM also is available on the SEC's website at **www.AdviserInfo.sec.gov**.

Item 2 - Material Changes

This Brochure is prepared in the revised format required by the SEC beginning in 2011. Registered Investment Advisers are required to use this format to inform clients of the nature of advisory services provided, types of clients served, fees charged, potential conflicts of interest and other information. The Brochure requirements include providing a Summary of Material Changes (the "Summary") reflecting any change to our policies, practices, or conflicts of interest made since our last required "annual update" filing. In the event of any material changes, such Summary is provided to all clients within 120 days of our fiscal year-end. Our last annual update was filed on March 25, 2014. Of course the complete Brochure is available to clients at any time upon request.

Item 3 - Table of Contents

Page

Item 1 - Cover Page	1
Item 2 - Material Changes.....	1
Item 3 - Table of Contents	2
Item 4 - Advisory Business	3
Item 5 - Fees and Compensation	5
Item 6 - Performance-Based Fees and Side-By-Side Management	6
Item 7 - Types of Clients	6
Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9 - Disciplinary Information	8
Item 10 - Other Financial Industry Activities and Affiliations	8
Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	8
Item 12 - Brokerage Practices	9
Item 13 - Review of Accounts	10
Item 14 - Client Referrals and Other Compensation	11
Item 15 - Custody.....	11
Item 16 - Investment Discretion.....	12
Item 17 - Voting Client Securities	12
Item 18 - Financial Information.....	12
Brochure Supplements.....	Exhibit A

Item 4 - Advisory Business

General Information

In 2009, Redwood Wealth Management, LLC ("RWM") succeeded Niagara Financial Advisors, which was founded in 2001.

Steinberger Incorporated (owned by Lane Steinberger), Redwood Financial Services, Inc. (owned by Shawn Meade), and Bluerock Advisors, Inc. (owned by Raj Chokshi) are the principal owners of RWM. Larren Odom is a minor shareholder of RWM. Please see ***Brochure Supplements***, Exhibit A, for more information on these principal owners and other individuals who formulate investment advice and have direct contact with clients, or have discretionary authority over client accounts.

As of December 31, 2013, RWM managed \$356,028,144 on a discretionary basis, and no assets on a non-discretionary basis.

SERVICES PROVIDED

RWM provides financial planning, portfolio management and general consulting services to its clients. At the outset of each client relationship, RWM spends time with the client, asking questions, discussing the client's investment experience and financial circumstances, and broadly identifying major goals of the client.

Clients may elect to retain RWM to prepare a full financial plan. This written report is presented to the client for consideration. In most cases, clients subsequently retain RWM to manage the investment portfolio on an ongoing basis.

For those financial planning clients making this election, and for other clients who do not need financial planning but retain RWM for portfolio management services, based on all the information initially gathered, RWM generally develops with each client:

- a financial outline for the client based on the client's financial circumstances and goals, and the client's risk tolerance level (the "Financial Profile");
- the client's investment objectives and guidelines (the "Investment Plan").

The Financial Profile is a reflection of the client's current financial picture and a look to the future goals of the client. The Investment Plan outlines the types of investments RWM will make on behalf of the client to meet those goals. The Profile and the Plan are discussed regularly with each client, but are not necessarily written documents.

Where RWM provides general consulting services, RWM will work with the client to prepare an appropriate summary of the specific project(s) to the extent necessary or advisable under the circumstances.

Financial Planning

One of the services offered by RWM is financial planning, described below. This service may be provided as a stand-alone service, or may be coupled with ongoing portfolio management.

Financial planning may include advice that addresses one or more areas of a client's financial situation, such as estate planning, risk management, budgeting and cash flow controls, retirement planning, education funding, and investment portfolio design. Depending on a client's particular situation, financial planning will generally include some or all of the following, as applicable:

- Preparation of an annual net worth statement;
- Create a cash flow statement;
- Review current investments and make recommendations thereon;
- Review client's most recent tax returns and provide tax planning advice or tax preparation services;
- Review client's life insurance and disability insurance and make recommendations thereon;
- Review client's estate plan and make recommendations thereon;
- Complete a retirement analysis; and
- Provide education planning advice.

Once financial planning advice is given, the client may choose to have RWM implement the client's financial plan and manage the investment portfolio on an ongoing basis. However, the client is under no obligation to act upon any of the recommendations made by RWM under a financial planning engagement and/or engage the services of any recommended professional.

Portfolio Management

As described above, at the beginning of a client relationship, RWM meets with the client, gathers information, and performs research and analysis as necessary to develop the client's Investment Plan. The Investment Plan will be updated from time to time when requested by the client, or when determined to be necessary or advisable by RWM based on updates to the client's financial or other circumstances.

To implement the client's Investment Plan, RWM will manage the client's investment portfolio on a discretionary basis. As a discretionary investment adviser, RWM will have the authority to supervise and direct the portfolio without prior consultation with the client.

Notwithstanding the foregoing, clients may impose certain written restrictions on RWM in the management of their investment portfolios, such as prohibiting the inclusion of certain types of investments in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. Each client should note, however, that restrictions imposed by a client may adversely affect the composition and performance of the client's investment portfolio. Each client should also note that his or her investment portfolio is treated individually by giving consideration to each purchase or sale for the client's account. For these and other reasons, performance of client investment portfolios within the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of RWM.

General Consulting

In addition to the foregoing services, RWM may provide general consulting services to clients. These services are generally provided on a project basis, and may include, without limitation, minimal cash flow planning for certain events such as education expenses or retirement, estate planning analysis, income tax planning analysis and review of a client's insurance portfolio, as well as other matters specific to the client as and when requested by the client and agreed to by RWM. The scope and fees for consulting services will be negotiated with each client at the time of engagement for the applicable project.

Item 5 - Fees and Compensation

General Fee Information

Fees paid to RWM are exclusive of all custodial and transaction costs paid to the client's custodian, brokers or other third party consultants. Please see ***Item 12 - Brokerage Practices*** for additional information. Fees paid to RWM are also separate and distinct from the fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). The client should review all fees charged by funds, brokers, RWM and others to fully understand the total amount of fees paid by the client for investment and financial-related services.

Financial Planning Fees

Fees are charged on an hourly or fixed fee basis. Hourly fees range from \$150 to \$300 per hour. Fixed fees are negotiated in advance and are based on hourly fees and the estimated time required for the service.

Portfolio Management Fees

The annual fee schedule, based on a percentage of assets under management, is as follows:

Up to \$500,000	1.50%
\$500,000 - \$1,000,000	1.25%
\$1,000,000 - \$2,000,000	1.00%
Balance above \$2,000,000	Negotiable

The minimum portfolio value is generally set at \$250,000. The minimum annual fee for any account is \$2,500. RWM may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where RWM deems it appropriate under the circumstances.

Alternatively, portfolio management fees may be charged on a fixed basis, established based on the size and complexity of the portfolio to be managed.

Portfolio management fees are generally payable quarterly, in advance. If management begins after the start of a quarter, fees will be prorated accordingly. Therefore, in the initial quarter of management, a portion of the fee will be assessed in arrears. With client authorization and unless other arrangements are made, fees are normally debited directly from client account(s). Going forward, all quarterly fees will be charged in advance during the first month of the quarter and be based on the previous quarter's ending balance.

Either RWM or the client may terminate their Investment Management Agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to the client based on the number of days that the account was managed, and any fees due to RWM from the client will be invoiced or deducted from the client's account prior to termination.

General Consulting Fees

When RWM provides general consulting services to clients, these services are generally separate from RWM's financial planning and portfolio management services. Fees for general consulting are negotiated at the time of the engagement for such services, and are normally based on an hourly rate of \$150 to \$300 or fixed fee basis.

Other Compensation

Raj Chokshi is licensed to sell insurance in Georgia and is entitled to receive commissions or other remuneration on the sale of insurance products. As such, he will be able to effect insurance transactions and will receive separate, yet customary compensation. To protect client interests, RWM's policy is to fully disclose all forms of compensation before any such transaction is executed. Under no circumstance will the client pay both a commission to Raj and a management fee to RWM on the same pool of assets.

Item 6 - Performance-Based Fees and Side-By-Side Management

RWM does not have any performance-based fee arrangements. "Side by Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because RWM has no performance-based fee accounts, it has no side-by-side management.

Item 7 - Types of Clients

RWM serves individuals and corporations. With some exceptions, the minimum portfolio value eligible for conventional investment advisory services is \$250,000, and the annual minimum fee charged is \$2,500. Under certain circumstances and in its sole discretion, RWM may negotiate such minimums.

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

Methods of Analysis

In accordance with the Investment Plan, RWM generally selects mutual funds, Exchange Traded Funds (ETFs), and on a more limited basis individual bonds and/or stocks for client accounts.

Mutual funds and ETFs are generally evaluated and selected based on a variety of factors, including, without limitation, past performance, fee structure, portfolio manager, fund sponsor, overall ratings for safety and returns, and other factors.

Fixed income investments may be used as a strategic investment, as an instrument to fulfill liquidity or income needs in a portfolio, or to add a component of capital preservation. RWM may evaluate and select individual bonds or bond funds based on a number of factors including, without limitation, rating, yield and duration.

In making selections of individual stocks for client portfolios, RWM will generally focus on fundamental analysis, which involves a review of the business and financial information about an issuer. Without limitation, the following factors generally will be considered:

- Financial strength ratios;
- Price-to-earnings ratios;
- Dividend yields; and
- Growth rate-to-price earnings ratios

Investment Strategies

RWM's strategic approach is to invest each portfolio in accordance with the Plan that has been developed specifically for each client. RWM focuses on the most appropriate allocation among various asset classes in developing the Plan.

The following strategies may be used in varying combinations over time for a given client, depending upon the client's individual circumstances.

Long Term Purchases – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Short Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations.

Risk of Loss

While RWM seeks to diversify clients' investment portfolios across various asset classes consistent with their Investment Plans in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that client investment portfolios face.

Management Risks. While RWM manages client investment portfolios based on RWM's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that RWM allocates assets to asset classes that are adversely affected by unanticipated market movements, and the risk that RWM's specific investment choices could underperform their relevant indexes.

Risks of Investments in Mutual Funds, ETFs and Other Investment Pools. As described above, RWM will invest client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

Equity Market Risks. RWM will generally invest portions of client assets directly into equity investments, primarily stocks, or into pooled investment funds that invest in the stock market. As noted above, while pooled investments have diversified portfolios that may make them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

Fixed Income Risks. RWM may invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate

risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

Foreign Securities Risks. RWM may invest portions of client assets into pooled investment funds that invest internationally. While foreign investments are important to the diversification of client investment portfolios, they carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in investment or exchange control regulations. Finally, foreign investments may involve currency risk, which is the risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

Item 9 - Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of RWM or the integrity of RWM's management. RWM has no disciplinary events to report.

Item 10 - Other Financial Industry Activities and Affiliations

Neither RWM nor its Management Persons have any other financial industry activities or affiliations to report.

Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics and Personal Trading

RWM has adopted a Code of Ethics ("the Code"), the full text of which is available to you upon request. RWM's Code has several goals. First, the Code is designed to assist RWM in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, RWM owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires persons associated with RWM (managers, officers and employees) to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits such associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for RWM's associated persons. Under the Code's Professional Standards, RWM expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, RWM associated persons are not to take inappropriate advantage of their positions in relation to RWM clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time RWM's associated persons may invest in the same securities recommended to clients. Under its Code, RWM has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

Because associated persons may invest in the same securities as those held in client accounts, RWM has established a policy requiring its associated persons to pre-clear transactions in certain of these securities with the Chief Compliance Officer. The goal of this policy is to avoid any conflict of interest that may present itself in these situations. Some types of securities, such as CDs, treasury obligations and open-end mutual funds are exempt from this pre-clearance requirement. However, in the event of other identified potential trading conflicts of interest, RWM's goal is to place client interests first.

Consistent with the foregoing, RWM maintains policies regarding participation in initial public offerings (IPOs) and private placements to comply with applicable laws and avoid conflicts with client transactions. If a RWM associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer.

Finally, if associated persons trade with client accounts (i.e., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person's shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with RWM's written policy.

Item 12 - Brokerage Practices

Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, RWM seeks "best execution" for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, RWM may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of RWM's clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

RWM participates in the Fidelity Institutional Wealth Services ("FIWS") program. While there is no direct link between the investment advice RWM provides and participation in the FIWS program, RWM receives certain economic benefits from the FIWS program. These benefits may include software and other technology that provides access to client account data (such as trade confirmations and account statements), facilitates trade execution (and allocation of aggregated orders for multiple client accounts), provides research, pricing information and other market data, facilitates the payment of RWM's fees from its clients' accounts, and assists with back-office functions, recordkeeping and client reporting. Many of these services may be used to service all or a substantial number of RWM's accounts, including accounts not held at Fidelity. Fidelity may also make available to RWM other services intended to help RWM manage and further develop its business. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, Fidelity may make available, arrange and/or pay for these types of services to be rendered to RWM by independent third parties. Fidelity may discount or waive fees it would otherwise charge for some of these services, pay all or a part of the fees of a third-party providing these services to RWM, and/or Fidelity may pay for travel expenses relating to participation in such training. Finally, participation in the FIWS program provides RWM with access to mutual funds

which normally require significantly higher minimum initial investments or are normally available only to institutional investors.

The benefits received through participation in the FIWS program do not necessarily depend upon the proportion of transactions directed to Fidelity. The benefits are received by RWM, in part because of commission revenue generated for Fidelity by RWM's clients. This means that the investment activity in client accounts is beneficial to RWM, because Fidelity does not assess a fee to RWM for these services. This creates an incentive for RWM to continue to recommend Fidelity to its clients. While it may be possible to obtain similar custodial, execution and other services elsewhere at a lower cost, RWM believes that Fidelity provides an excellent combination of these services. These services are not soft dollar arrangements, but are part of the institutional platform offered by Fidelity.

Directed Brokerage

RWM does not generally allow directed brokerage accounts.

Aggregated Trade Policy

RWM typically directs trading in individual client accounts as and when trades are appropriate based on the client's Investment Plan, without regard to activity in other client accounts. However, from time to time, RWM may aggregate trades together for multiple client accounts, most often when these accounts are being directed to sell the same securities. If such an aggregated trade is not completely filled, RWM will allocate shares received (in an aggregated purchase) or sold (in an aggregated sale) across participating accounts on a pro rata or other fair basis; provided, however, that any participating accounts that are owned by RWM or its officers, directors, or employees will be excluded first.

Item 13 - Review of Accounts

Managed portfolios are reviewed at least quarterly, but may be reviewed more often if requested by the client, upon receipt of information material to the management of the portfolio, or at any time such review is deemed necessary or advisable by RWM. These factors may include but are not limited to, the following: change in general client circumstances (marriage, divorce, retirement); or economic, political or market conditions. In addition, the portfolio of recommended securities is reviewed, in aggregate, on at least a weekly basis. Any perceived need for change is then considered for each client portfolio on an individual basis. Shawn Meade, Lane Steinberger, and Raj Chokshi, Partners of RWM, Larren Odom and Brian Huey, Wealth Mangers of RWM, all review accounts.

For those clients to whom RWM provides separate financial planning and/or consulting services, reviews are conducted on an as needed or agreed upon basis. Such reviews are conducted by one of RWM's investment adviser representatives or principals.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. In addition, RWM provides at least an annual report for each managed portfolio. This written report normally includes a summary of portfolio holdings and performance results. Additional reports are available at the request of the client.

Item 14 - Client Referrals and Other Compensation

As noted above, RWM may receive some benefits from Fidelity based on the amount of client assets held at Fidelity. Please see ***Item 12 - Brokerage Practices*** for more information.

RWM participates in the Fidelity Wealth Advisor Solutions Program® (the “WAS Program”), through which RWM receives referrals from Strategic Advisers, Inc. (“SAI”), a registered investment adviser and subsidiary of FMR LLC, the parent company of Fidelity Investments. RWM is independent and not affiliated with SAI or FMR LLC. SAI does not supervise or control RWM, and SAI has no responsibility or oversight for RWM’s provision of investment management or other advisory services.

Under the WAS Program, SAI acts as a solicitor for RWM, and RWM pays referral fees to SAI for each referral received based on RWM’s assets under management attributable to each referred client relationship. The WAS Program is designed to help investors find an independent investment advisor, and any referral from SAI to RWM does not constitute a recommendation or endorsement by SAI of RWM’s particular investment management services or strategies. More specifically, RWM pays to SAI a portion of the management fees received from clients. These referral fees are paid by RWM and are not additional fees incurred by the client. As required, SAI discloses the compensation arrangements to prospective clients before such clients enter into an agreement with RWM.

To receive referrals from the WAS Program, RWM must meet certain minimum participation criteria, but RWM may have been selected for participation in the WAS Program as a result of its other business relationships with SAI and its affiliates, including Fidelity Brokerage Services, LLC (“FBS”). As a result of its participation in the WAS Program, RWM may have a potential conflict of interest with respect to its decision to use certain affiliates of SAI, including FBS, for execution, custody and clearing for certain client accounts, and RWM may have a potential incentive to suggest the use of FBS and its affiliates to its advisory clients, whether or not those clients were referred to RWM as part of the WAS Program. Under an agreement with SAI, RWM has agreed that RWM will not charge clients more than the standard range of advisory fees disclosed in its Form ADV 2A Brochure to cover solicitation fees paid to SAI as part of the WAS Program. Pursuant to these arrangements, RWM has agreed not to solicit clients to transfer their brokerage accounts from affiliates of SAI or establish brokerage accounts at other custodians for referred clients other than when RWM’s fiduciary duties would so require; therefore, RWM may have an incentive to suggest that referred clients and their household members maintain custody of their accounts with affiliates of SAI. However, participation in the WAS Program does not limit RWM’s duty to select brokers on the basis of best execution.

Item 15 - Custody

Fidelity is the custodian of nearly all client accounts at RWM. From time to time however, clients may select an alternate broker to hold accounts in custody. In any case, it is the custodian’s responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify RWM of any questions or concerns. Clients are also asked to promptly notify RWM if the custodian fails to provide statements on each account held.

From time to time and in accordance with RWM’s agreement with clients, RWM will provide additional reports. The account balances reflected on these reports should be compared to the

balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting and pending trades.

Item 16 - Investment Discretion

As described above under ***Item 4 - Advisory Business***, RWM manages portfolios on a discretionary basis. This means that after an Investment Plan is developed for the client's investment portfolio, RWM will execute that plan without specific consent from the client for each transaction. For discretionary accounts, a Limited Power of Attorney ("LPOA") is executed by the client, giving RWM the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. RWM then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with RWM and the requirements of the client's custodian. The discretionary relationship is further described in the agreement between RWM and the client.

Item 17 - Voting Client Securities

With respect to securities selected on behalf of the client in a managed account or recommended to a client, RWM may vote proxies where required under client agreements. RWM seeks to vote proxies in the best interest of the client(s) holding the applicable securities. In voting proxies, RWM considers factors that RWM believes relate to the client's investment(s) and factors, if any, that are set forth in written instructions from the client.

In general, RWM believes that voting proxies in accordance with the following guidelines, with respect to such routine items, is in the best interests of our clients. Accordingly, RWM generally votes **for**:

- The election of directors (where no corporate governance issues are implicated);
- Proposals that strengthen the shared interests of shareholders and management;
- The selection of independent auditors based on management or director recommendation, unless a conflict of interest is perceived;
- Proposals that RWM believes may lead to an increase in shareholder value;
- Management recommendations adding or amending indemnification provisions in charter or by-laws; and
- Proposals that maintain or increase the rights of shareholders.

RWM will generally vote **against** any proposals that RWM believes will have a negative impact on shareholder value or rights. If RWM perceives a conflict of interest, RWM's policy is to notify affected clients so that they may choose the course of action they deem most appropriate.

A copy of our complete policy, as well as records of proxies voted; are available to clients upon request. As required under the Advisers Act, such records are maintained for a period of five (5) years.

Item 18 - Financial Information

RWM does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore has no disclosure required for this item.

Exhibit A

Brochure Supplement

Form ADV Part 2B

Item 1 - Cover Page

Shawn Meade, CPA, CFP®

CRD# 4493261

of

Redwood Wealth Management, LLC

11175 Cicero Drive
Suite 650
Alpharetta, Georgia 30022

(678) 527-2800

www.RedwoodWM.com

October 31, 2014

This brochure supplement provides information about Shawn Meade, and supplements the Redwood Wealth Management, LLC ("RWM") brochure. You should have received a copy of that brochure. Please contact us at (678) 527-2800 if you did not receive RWM's brochure, or if you have any questions about the contents of this supplement.

Additional information about Shawn is available on the SEC's website at
www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Shawn Meade (year of birth 1972) is a Partner and Chief Compliance Officer of RWM. Shawn's work history started at Ernst & Young where he worked as an auditor from September 1994 to January 1998. He then went to work for Alltel Information Services as a Senior Accountant from January 1998 to March 1999. Shawn then returned to Ernst & Young in March 1999 through September 2003 as a Senior Associate in the Health Science Advisory Services consulting practice. While still working at Ernst & Young, Shawn helped form Niagara Financial Advisors in 2001 where he worked until January 2009 as a Partner. Redwood Wealth Management succeeded Niagara Financial Advisors in 2009, and Shawn remains as one of the firm's Partners.

Shawn currently resides in Canton, Georgia. Shawn earned a Bachelor of Science in Business Administration from Ohio State University in 1994. Then in 2001, he earned a Master of Science

from Georgia State University. Shawn became a Certified Public Accountant* (CPA) in 1997. He obtained his CERTIFIED FINANCIAL PLANNER™ certification** in 2002.

* A CPA is a Certified Public Accountant. ALL CPA candidates must pass the Uniform CPA Examination to qualify for a CPA certificate and license to practice public accounting. While the exam is the same regardless of where it is taken, every state/jurisdiction has its own set of education and experience requirements that individuals must meet. However, most states require at least a bachelor's degree and a concentration in accounting, and at least one year public accounting experience under the supervision of or verification by a CPA. Once the designation is attained, the CPA is required to meet continuing education requirements.

** The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination and experience requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. The Examination tests the candidate's ability to apply financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions over a 2-day period. At least 3 years of qualifying full-time work experience are required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however Shawn has no such disciplinary information to report.

Item 4 - Other Business Activities

Shawn is not engaged in any other business activities.

Item 5 - Additional Compensation

As stated above, Shawn has no other income or compensation to disclose.

Item 6 - Supervision

Shawn Meade, Lane Steinberger, Raj Chokshi and Larren Odom are all Partners of RWM. Shawn Meade, Lane Steinberger, Brian Huey and Patrick Dailey serve on the investment committee.

Overall investment decisions are made as a team by the investment committee, and portfolio activity based on these decisions will be carried by these individuals, as assisted by other staff members of the firm.

Shawn Meade also serves as Chief Compliance Officer and is responsible for providing supervisory oversight to the staff; however, Shawn also participates as a team member in the investment and trading processes. Shawn may be contacted at the phone number as shown on the cover page.

Brochure Supplement

Form ADV Part 2B

Item 1 - Cover Page

Raj Chokshi, CPA, CFP®

CRD# 4392109

of

Redwood Wealth Management, LLC

11175 Cicero Drive
Suite 650
Alpharetta, Georgia 30022

(678) 527-2800

www.RedwoodWM.com

October 31, 2014

This brochure supplement provides information about Raj Chokshi, and supplements the Redwood Wealth Management, LLC ("RWM") brochure. You should have received a copy of that brochure. Please contact us at (678) 527-2800 if you did not receive RWM's brochure, or if you have any questions about the contents of this supplement.

Additional information about Raj is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Raj Chokshi (year of birth 1972) is a Partner of RWM. Raj's work history started at Arthur Andersen where he worked in the auditing and tax practice from December 1994 to July 1998. He then went to work for Alltel Information Services as a Senior Accountant from July 1998 to January 2001. Raj started Niagara Financial Advisors in 2001 where he worked until January 2009 as a Partner. Redwood Wealth Management succeeded Niagara Financial Advisors in 2009, and Raj remains as one of the firm's Partners.

Raj currently resides in Alpharetta, Georgia. Raj earned a Bachelor of Business Administration from the University of Georgia in 1994. Then in 2000, he earned a Master of Business Administration from Georgia State University. Raj became a Certified Public Accountant* (CPA) in 1997. He obtained his CERTIFIED FINANCIAL PLANNER™ certification** in 2002.

* A CPA is a Certified Public Accountant. ALL CPA candidates must pass the Uniform CPA Examination to qualify for a CPA certificate and license to practice public accounting. While the exam is the same regardless of where it is taken, every state/jurisdiction has its own set of education and experience requirements that individuals must meet. However, most states require at least a bachelor's degree and at least two years public accounting experience.

** The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination and experience requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. The Examination tests the candidate's ability to apply financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions over a 2-day period. At least 3 years of qualifying full-time work experience are required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however Raj has no such disciplinary information to report.

Item 4 - Other Business Activities

Raj is licensed to sell insurance in Georgia and is entitled to receive commissions or other remuneration on the sale of insurance products. As such, he will be able to effect insurance transactions and will receive separate, yet customary compensation. To protect client interests, RWM's policy is to fully disclose all forms of compensation before any such transaction is executed. Under no circumstance will the client pay both a commission to Raj and a management fee to RWM on the same pool of assets.

Item 5 - Additional Compensation

Other than stated above, Raj has no other income or compensation to disclose.

Item 6 - Supervision

Raj Chokshi, Shawn Meade, Lane Steinberger and Larren Odom are all Partners of RWM. Shawn Meade, Lane Steinberger, Brian Huey and Patrick Dailey serve on the investment committee.

Overall investment decisions are made as a team by the investment committee, and portfolio activity based on these decisions will be carried by these individuals, as assisted by other staff members of the firm.

Shawn Meade serves as Chief Compliance Officer and is responsible for providing supervisory oversight to the staff; however, Shawn also participates as a team member in the investment and trading processes. Shawn may be contacted at the phone number as shown on the cover page.

Brochure Supplement

Form ADV Part 2B

Item 1 - Cover Page

Lane Steinberger, CFA, CFP®

CRD# 5208494

of

Redwood Wealth Management, LLC

11175 Cicero Drive
Suite 650
Alpharetta, Georgia 30022

(678) 527-2800

www.RedwoodWM.com

October 31, 2014

This brochure supplement provides information about Lane Steinberger, and supplements the Redwood Wealth Management, LLC ("RWM") brochure. You should have received a copy of that brochure. Please contact us at (678) 527-2800 if you did not receive RWM's brochure, or if you have any questions about the contents of this supplement.

Additional information about Lane is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Lane Steinberger (year of birth 1970) is a Partner and Chief Investment Officer of RWM. Lane started at Bank of America where he worked on the foreign currency trading desk from 1994 to 1999. He then went to work for BellSouth as a Portfolio Manager from September 2000 to April 2007. Lane started Alexander Investment Advisory in April 2007 where he worked until December 2008. Lane joined his new partners Shawn Meade and Raj Chokshi, and together they formed Redwood Wealth Management, LLC in January, 2009.

Lane currently resides in Cumming, Georgia. Lane earned a Bachelor of Business Administration from North Carolina State University in 1994. Then in 2000, he earned an International Master of Business Administration from the University of South Carolina. Lane received the Chartered Financial Analyst® designation* in 2004 and obtained his CERTIFIED FINANCIAL PLANNER™ certification** in 2007.

* The Chartered Financial Analyst® (“CFA®”) designation is a professional designation given by the CFA Institute that measures the competence and integrity of financial analysts. The CFA Program is a graduate-level self-study program that combines a broad-based curriculum of investment principles with professional conduct requirements. Candidates are required to pass three levels of examinations covering areas such as accounting, economics, ethics, money management and security analysis. Before a candidate is eligible to become a CFA charterholder, he/she must meet minimum experience requirements in the area of investment/financial practice. To enroll in the program, a candidate must hold a bachelor’s degree.

** The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination and experience requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. The Examination tests the candidate’s ability to apply financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions over a 2-day period. At least 3 years of qualifying full-time work experience are required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however Lane has no such disciplinary information to report.

Item 4 - Other Business Activities

Lane is not engaged in any other business activities.

Item 5 - Additional Compensation

Lane has no other income or compensation to disclose.

Item 6 - Supervision

Lane Steinberger, Raj Chokshi, Shawn Meade and Larren Odom are all Partners of RWM. Lane Steinberger, Shawn Meade, Brian Huey and Patrick Dailey serve on the investment committee.

Overall investment decisions are made as a team by the investment committee, and portfolio activity based on these decisions will be carried by these individuals, as assisted by other staff members of the firm.

Shawn Meade serves as Chief Compliance Officer and is responsible for providing supervisory oversight to the staff; however, Shawn also participates as a team member in the investment and trading processes. Shawn may be contacted at the phone number as shown on the cover page.

Brochure Supplement

Form ADV Part 2B

Item 1 - Cover Page

Larren Odom, CFP®

CRD# 5077082

of

Redwood Wealth Management, LLC

11175 Cicero Drive
Suite 650
Alpharetta, Georgia 30022

(678) 527-2800

www.RedwoodWM.com

October 31, 2014

This brochure supplement provides information about Larren Odom, and supplements the Redwood Wealth Management, LLC ("RWM") brochure. You should have received a copy of that brochure. Please contact us at (678) 527-2800 if you did not receive RWM's brochure, or if you have any questions about the contents of this supplement.

Additional information about Larren is available on the SEC's website at
www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Larren Odom (year of birth 1970) is a Wealth Manager for RWM. Larren's financial work history started in August 1994 when he became a Claims Adjuster for Great American Insurance Group. He continued working in the same capacity for several other major insurance companies until 2005. While in school at Georgia State for his MBA, Larren interned at Niagara Financial Advisors and then became an employee of Niagara in early 2006. Redwood Wealth Management succeeded Niagara Financial Advisors in 2009, and Larren remains as one of the firm's Wealth Managers.

Larren currently resides in Atlanta, Georgia. Larren earned a Bachelor of Arts in 1992 from the University of Florida. Then in 2006, he earned his Master of Business Administration from Georgia State University. Larren obtained his CERTIFIED FINANCIAL PLANNER™ certification* in 2006.

* The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination and experience requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. The Examination tests the candidate's ability to apply financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions over a 2-day period. At least 3 years of qualifying full-time work experience are required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however Larren has no such disciplinary information to report.

Item 4 - Other Business Activities

Larren is not engaged in any other business activities.

Item 5 - Additional Compensation

Larren has no other income or compensation to disclose.

Item 6 - Supervision

Shawn Meade, Chief Compliance Officer and Partner of RWM, is responsible for supervising Larren and for reviewing accounts. He can be reached at (678) 527-2800.

Brochure Supplement

Form ADV Part 2B

Item 1 - Cover Page

Brian Huey, CFP®

CRD# 5561820

of

Redwood Wealth Management, LLC

11175 Cicero Drive
Suite 650
Alpharetta, Georgia 30022

(678) 527-2800

www.RedwoodWM.com

October 31, 2014

This brochure supplement provides information about Brian Huey, and supplements the Redwood Wealth Management, LLC ("RWM") brochure. You should have received a copy of that brochure. Please contact us at (678) 527-2800 if you did not receive RWM's brochure, or if you have any questions about the contents of this supplement.

Additional information about Brian is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Brian Huey (year of birth 1968) is a Wealth Manager for RWM. Brian's financial work history started in May 1998 through July 2000 when he was a Senior Business Analyst for Sprint. He then went to work for KMC Telecom as a Procurement Manager from July 2000 to May 2002. Brian then went to work for Global Solutions as Director of Telecommunications Expenses Management from May 2002 to October 2007. In February 2008, Brian began work for Niagara Financial Advisors. Since Redwood Wealth Management succeeded Niagara Financial Advisors in 2009, Brian has continued as one of the firm's Wealth Managers. Also noteworthy, Brian has been a Commander in the U.S. Navy Reserve since 1990.

Brian currently resides in Decatur, Georgia. Brian earned a Bachelor of Science in 1990 from The United States Naval Academy. Then in 1998, he earned his Master of Business Administration from Old Dominion University. Brian attained his CERTIFIED FINANCIAL PLANNER™ certification* in 2011.

* The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination and experience requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. The Examination tests the candidate's ability to apply financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions over a 2-day period. At least 3 years of qualifying full-time work experience are required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however Brian has no such disciplinary information to report.

Item 4 - Other Business Activities

Brian is not engaged in any other business activities.

Item 5 - Additional Compensation

Brian has no other income or compensation to disclose.

Item 6 - Supervision

Shawn Meade, Chief Compliance Officer and Partner of RWM, is responsible for supervising Brian and for reviewing accounts. He can be reached at (678) 527-2800.

Brochure Supplement

Form ADV Part 2B

Item 1 - Cover Page

Ross Hughes, CFP®

CRD# 5353552

of

Redwood Wealth Management, LLC

11175 Cicero Drive
Suite 650
Alpharetta, Georgia 30022

(678) 527-2800

www.RedwoodWM.com

October 31, 2014

This brochure supplement provides information about Ross Hughes, and supplements the Redwood Wealth Management, LLC ("RWM") brochure. You should have received a copy of that brochure. Please contact us at (678) 527-2800 if you did not receive RWM's brochure, or if you have any questions about the contents of this supplement.

Additional information about Ross is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Ross Hughes (year of birth 1984) is a Financial Planner for RWM. Ross' work history started at PPA Advisors where he worked as a Portfolio Analyst from May 2008 to July 2009. In November 2009, he joined RWM as a Financial Planner.

Ross currently resides in Alpharetta, Georgia. He earned a Bachelor of Science in Family and Consumer Sciences in 2008 from The University of Georgia, with a major in Financial Planning. Ross attained his CERTIFIED FINANCIAL PLANNER™ certification* in 2012.

* The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination and experience requirements set forth by CFP Board. Certain designations, such as the

CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. The Examination tests the candidate's ability to apply financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions over a 2-day period. At least 3 years of qualifying full-time work experience are required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however Ross has no such disciplinary information to report.

Item 4 - Other Business Activities

Ross is not engaged in any other business activities.

Item 5 - Additional Compensation

Ross has no other income or compensation to disclose.

Item 6 - Supervision

Shawn Meade, Chief Compliance Officer and Partner of RWM, is responsible for supervising Ross and for reviewing accounts. He can be reached at (678) 527-2800.