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31 March 2011

**FORM ADV PART 2
BROCHURE**

This brochure provides information about the qualifications and business practices of Heritage Wealth Management Group, Ltd. If you have any questions about the contents of this brochure, please contact us at 757-321-3725 ext 203 or CCChristie@HWMGroup.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Heritage Wealth Management Group, Ltd. is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Heritage Wealth Management Group, Ltd. is 148459.

Heritage Wealth Management Group, Ltd. is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

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Advisory Business

Form ADV Part 2A, Item 4

Heritage Wealth Management Group, Ltd. (“HWMGroup” or “We”) was incorporated in the Commonwealth of Virginia on March 17, 2004. HWMGroup provides investment advisory services to various categories of institutional and individual clients. Generally, our services are implemented on a discretionary basis, managed by us through separate investments in equities, mutual funds, bonds, cash-equivalents, and other instruments. HWMGroup will provide investment consulting services that relate to matters such as allocation of assets among different classes, portfolio diversification, managing portfolio risk, and other general economic and financial topics. Account supervision is guided by the stated objectives of the client (i.e., maximum capital appreciation, growth, etc.), detailed in each client’s Investment Policy Statement and all managed accounts are maintained with an independent custodian.

Principal Owners:

Full Legal Name	DE/FE/I	Title or Status	Date Title or Status Acquired	Control Person	PR	CRD # or SSN
Christie, Jr, Charles Cody	Individual	President CCO	07/2008	Yes	N	2824068
Shaffer, Gary, Samuel	Individual	Vice President	07/2008	Yes	N	4824386

Fundamental Investment Management Services

Our fundamental investment management approach incorporates a highly disciplined, quantitative portfolio evaluation and asset allocation process designed to help clients accomplish their investment objectives. We follow regimented prudent investor standards to align client assets with suitable portfolios devoted to the management of risk while seeking to outperform stated performance benchmarks for each investment objective, account, or portfolio.

The Fundamental Investment Services include a financial planning risk profile, a goals assessment, and an investment policy statement. We offer advanced planning through our [Financial Planning Services](#), the details of which are listed below. Business planning, risk analysis, and other consulting service maybe offered at an additional cost.

The client’s investment objectives are identified by assessing the client's risk tolerance based upon their age, income, education, need for cash flows, investment goals, and emotional tolerance for volatility. The information provided by the client will be collected during client meetings, interviews, and/or questionnaires. After analyzing a client’s financial situation and formulating an investment policy statement, we implement the investment strategy through an optimal combination of investments. The capital market conditions and client’s circumstances are monitored and portfolio adjustments are made as appropriate to reflect significant changes in any or all of the above variables.

Financial Planning Services

HWMGroup provides a wide array of basic, and advanced personal financial planning services in addition to investment management. Provided services include, but are not limited to, investment planning, retirement planning, financial planning, personal tax planning, trust & estate planning, insurance planning, debt analysis, divorce planning, college planning, compensation and benefits planning, tax planning, and the preparation of financial analyses and personal financial statements reflecting net worth, cash flow planning, and income tax projections, business planning, risk analysis, and other consulting services may be offered at additional cost.

HWMGroup may collect additional pertinent data from the clients through personal interviews and written questionnaires. A written summary of this data may be provided to the clients, upon request, highlighting specific preliminary recommendations regarding their individual needs.

Fees for the Financial Planning Services may range from \$800 to upwards to \$5,000 per plan/year, or more. The fixed fee will be negotiated with the client prior to performing any service. Such fees shall be collected as follows: ½ of the fee will be due and payable, when the financial planning contract is executed. The other ½ of the fee will be collected when the financial plan is completed, and delivered. Some fees for Financial Planning Services may be waived should the financial planning client retain HWMGroup for ongoing Fundamental Investment Management services.

A client may cancel the financial planning agreement and receive a full refund if HWMGroup is notified within five business days after signing an agreement. If cancellation occurs thereafter, the client is responsible only for expenses incurred to that point. In such an event, an itemized invoice will be provided documenting the expenses that have been incurred.

Personalized Investment Services

The personalized aspect of our [Fundamental Investment Advisory Services](#) Model is explained in greater detail above. There are three basic tools which we employ that help HWMGroup to provide a tailored investment advisory experience: (1) the Risk Assessment Profile, (2) the Investment Policy Statement, (3) and the Dynamic Personal Financial Plan.

- Clients have two options when it comes to imposing certain restrictions on the securities, the types of securities, and the types of investments in which they invest. They are the client's Investment Advisory Agreement, Appendix A, and the client's Investment Policy Statement. Managed correctly, both of the documents should be in agreement, however an Investment Policy Statement will stipulate how often it should be reviewed, and possible modified. Whereas the Investment Advisory Agreement, Appendix A does not. However it can be modified at any time by agreement of the parties.

Wrap Fee Programs

HWMGroup does not currently provide portfolio management services, or participate in, any Wrap Fee type Programs of any kind.

Managed Client Assets

	Asset Under Management	Number of Accounts	Calculation Date
Discretionary Assets:	\$ 38,764,003.98	246	30 March 2011
Non-Discretionary Assets:	\$ 3,482,105.92	32	31 December 2010
Total Assets:	\$ 42,246,109.90	278	31 March 2011

Fees and Compensation

Form ADV Part 2A, Item 5

Advisory Fees

HWMGroup compensation for investment advisory services is based upon a percentage of assets under management. The compensation method is set forth in the investment management agreement, is detailed below, and is agreed to by clients before any services are rendered. The compensation for our services, which include developing and implementing an investment policy and objectives, formulating a quantitatively driven asset allocation analysis and recommendation, monitoring a client's investment results is as follows:

HWMGroup employs a Forward Billing Fee Model based on the Beginning Balance of an account, or an Account Billing Group at the beginning of each calendar quarter. We use the Threshold Method to determine the Annual Base Fee Percent vs. the Tier Method (which calculates a blended-fee of each tier and results in an incrementally higher Annual Base Fee Percent).

Asset Range			Annual Base Fee Percent (%)	
			Fixed Income	Asset Allocation
\$ 0.00	-	\$ 100,000.00	-	1.70%
\$ 100,000.00	-	\$ 250,000.00	-	1.62%
\$ 250,000.00	-	\$ 500,000.00	0.70%	1.52%
\$ 500,000.00	-	\$ 750,000.00	0.60%	1.44%
\$ 750,000.00	-	\$ 1,000,000.00	0.50%	1.37%
\$ 1,000,000.00	-	\$ 2,000,000.00	0.44%	1.18%
\$ 2,000,000.00	-	\$ 3,000,000.00	0.38%	1.00%
\$ 3,000,000.00	-	\$ 4,000,000.00	0.33%	0.85%
\$ 4,000,000.00	-	\$ 5,000,000.00	0.29%	0.72%
\$ 5,000,000.00	-	\$ No Upper Limit	0.25%	0.61%

Note: Client accounts are subject to a minimum annual fee of \$400.

Adviser may change the Fee Schedule upon thirty (30) days prior written notice.

HWMGroup reserves the right to adjust this fee schedule for clients' account(s) depending on portfolio size, the types of the investments, the services required, and the longevity of the account. In some cases, negotiation of fees may result in different fees being charged for similar services; however the asset based fees may never be greater than the stated fee schedule above.

Although greater care is taken by HWMGroup in each fee billing cycle, clients should be aware of their responsibility to verify the accuracy of the fee calculation submitted to the custodian(s) by HWMGroup. The custodian is not able to determine whether the advisory fee has been calculated properly. HWMGroup will not be compensated on the basis of the investment performance of clients' account(s), of a share of the capital gains upon, or capital appreciation of, the investments, or of any funds of the clients'.

Fee Billing Practices

Generally, fees are deducted directly from the clients' brokerage account(s) pursuant to a written agreement. However, before a billing invoice is sent to the custodian, and an account is debited, a billing statement is sent separately to each direct debit client. Clients' may elect to receive a billing invoice rather than a billing statement. In this event, clients' account(s) are not directly debited. Clients' may pay the invoice(s) directly

via personal checks, debit cards, or credit cards.

Other Fees and Expenses

The asset based management fee charged by HWMGroup are for advisory services only and do not include other costs that the client may incur including but not limited to, transaction fees, commission or other management fees charged by account custodians, and other un-affiliated third parties.

The client should be aware that account(s) assets invested in shares of mutual funds or other investment companies ("funds") will be included in calculating the value of the account(s) for purposes of computing HWMGroup's advisory fees. The same assets will also be subject to additional fees and expenses, as set forth in the prospectuses of those funds, paid by the funds, but ultimately borne by the investor.

- HWMGroup advisory fees are separate and distinct from fees charged by mutual funds, and other investment companies which may be recommended to clients.
- A description of these additional fees and expenses are available in a fund's prospectus.

Advisory Fees Calculations

Advisory fees are charged quarterly, in advance, based on the values of assets at the beginning of each calendar quarter. Investment advisory services begin with the effective date of the Investment Management Agreement (the "Agreement"), which is the date the client signs the Agreement. In any partial calendar quarter, the advisory fee will be pro-rated based upon the number of days that the account(s) was open during the quarter. The Adviser shall not be compensated on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of client. The fee schedule is set forth in the clients' Investment Management Agreement, Exhibit C, and is disclosed above.

Termination of Investment Management Agreement

The client may cancel the Agreement without penalties, or fees, within the first five days after signing the agreement.

Either HWMGroup or the client may terminate the agreement at any time, without penalty, upon at least 30 days written notice to the other party. Upon notification of intention to terminate this agreement, transactions in progress will be completed in the normal course of business, an effective date of termination will be calculated, any prepaid advisory fees charged will be prorated to the effective date of termination, and a refund of that portion of any prepaid advisory fees which have yet to be earned by HWMGroup, if any is due, will be refunded to the client(s) within thirty (30) of the effective date of termination.

The effective date of termination will generally be calculated to be the date HWMGroup received the notification of intention to terminate the agreement plus 30 days. The client is responsible to pay for any services rendered until the effective termination date of the agreement.

Performance-Based Fees and Side-By-Side Management

Form ADV Part 2A, Item 6

HWMGroup does not charge any performance based fees.

Types of Clients

Form ADV Part 2A, Item 7

HWMGroup generally provides investment advice to:

- | | |
|---|---|
| <input checked="" type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or Charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input checked="" type="checkbox"/> F. Corporations or others business entities |
| <input checked="" type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe below) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

Conditions for Management of Accounts: HWMGroup does not impose a minimum dollar value of assets, or other mandatory conditions for starting or maintaining an account.

Methods of Analysis, Investment Strategies and Risk of Loss

Form ADV Part 2A, Item 8

Sources of security analysis methods include:

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Charting | <input checked="" type="checkbox"/> D. Secular Cyclical Market Pattern Recognition |
| <input checked="" type="checkbox"/> B. Fundamental Analysis | <input checked="" type="checkbox"/> E. Quantitative Analysis |
| <input checked="" type="checkbox"/> C. Technical Analysis | <input type="checkbox"/> F. Other (describe below) |

Charting, fundamental analysis, and technical analysis are all very common, time tested, and generally accepted forms of analysis and market research. Therefore HWMGroup does not believe that significant risk factors should be attributed to these sources of security analysis. Quantitative Analysis is becoming more widespread and represents an entire body of work that is much more difficult to define and explain. It has grown out of our desire to quantify the changes that we observe in a variety of indices and indicators over time, and to distill those many observations down to fewer and fewer bits of meaningful, and useful data. Data that we have found to be useful in helping us make portfolio | investment decisions.

Secular and Cyclical Bullish and Bearish Patterns, while less prevalent, have become very important to HWMGroup since the highs and lows of 2007 and 2008. The wide swings between the highs of 2007, and lows of 2008 (and early 2009), and the associated increased volatility, made it necessary for us to introduce another component to our analysis. That component is very simply this: to recognize the type of market we are operating within. Secular (long term) bull markets seem to behave very differently than secular bear markets. The same holds true for cyclical (shorter term) bull and bear markets, but to a lesser degree. Cyclical bull | bear behavior are different from each other, and they are very different from their secular counterparts.

Maybe it is that investors behave very differently (enter emotions) in these differing scenarios, but if investor drive market forces through supply and demand for investments, there may be very little difference. In either event, if markets begin to behave differently, we would be wise to recognize that fact as soon as possible, and to adjust our behavior (investing style, investing goals) appropriately as a result.

Sources of information uses include:

- | | |
|--|--|
| <input checked="" type="checkbox"/> A. Financial newspapers and magazines | <input checked="" type="checkbox"/> E. Timing services |
| <input type="checkbox"/> B. Inspections of corporate activities | <input checked="" type="checkbox"/> F. Annual reports, prospectus, SEC filings |
| <input checked="" type="checkbox"/> C. Research materials prepared by others | <input checked="" type="checkbox"/> G. Company press release |
| <input type="checkbox"/> D. Corporate rating services | <input type="checkbox"/> H. Other (describe below) |

HWMGroup does not believe that significant risks are associated with these various sources of information.

Investment strategies used to implement any investment advice provided for clients:

- | | |
|---|---|
| <input checked="" type="checkbox"/> A. Long term purchases | <input type="checkbox"/> E. Short sales |
| <input checked="" type="checkbox"/> B. Short term purchases | <input checked="" type="checkbox"/> F. Margin transactions |
| <input checked="" type="checkbox"/> C. Trading | <input type="checkbox"/> G. Option writing, covered, uncovered, spreads |
| <input checked="" type="checkbox"/> D. Model portfolios | <input type="checkbox"/> H. Other (describe below) |

HWMGroup believes in the long term viability of stock markets to deliver superior returns over time. While not all asset classes deliver superior returns all the time, all assets classes do deliver superior returns during certain periods of time. Stocks (equities) have shown a dramatic ability to deliver superior results more often than other assets classes. Asset allocation is one principal concept we employ to help client portfolios mitigate some of the risks of stock (equity) ownership.

Beyond asset allocation, some other strategies are listed above. None of which should be considered a panacea by themselves, and each strategy comes with it own negative traits, or risks.

- Long term purchases can work against you in a bear market.
- Short term purchases and sales can work against you in a bull market, and can cost more in commissions, other fees, and taxes.
- Short term trading, while not a major strategy of HWMGroup, can also work against you in a bull market, and may cost significantly more in commissions, other fees, and may also result in a significant increase in taxes.
- Margin transactions, while helpful at times to create some needed liquidity without the need to sell securities immediately, may indeed have extremely negative consequences if used improperly, or to excess.

But each of these strategies have positive traits as well, and when used in certain combinations, during various market and business cycles, or during difficult economic cycles, the positive traits of one overshadow the negative traits of another. Much like in other relationships, the concept of synergy is also effective for portfolios, when nurtured.

Investment Risk. HWMGroup does not guarantee the future performance of the account(s) or any specific level of performance, the success of any investment decision or strategy that HWMGroup may use, or the success of HWMGroup's overall management of the account(s). Investment decisions made for client's account(s) by HWMGroup are subject to various market, currency, economic, political and business risks, and such investment decisions may not always be profitable. The price of securities can and will fluctuate, and any individual security may become worthless from time to time.

Liability Risk. Generally, HWMGroup will not be liable for:

- any loss that a client may suffer by reason of any investment decision made or other action taken or omitted in good faith by HWMGroup with that degree of care, skill, prudence, and diligence under the circumstances that a prudent person acting in a fiduciary capacity would use;
- any loss arising from HWMGroup's adherence to a client's written or oral instructions; or
- any act or failure to act by the custodian, any broker or dealer to which HWMGroup directs transactions for the account(s), or by any other third party.

The federal and state securities laws impose liabilities under certain circumstances on persons who act in good faith, and therefore nothing herein shall in any way constitute a waiver or limitation of any rights that a client may have under applicable federal or state laws.

Disciplinary Information

Form ADV Part 2A, Item 9

HWMGroup, its employees, management persons, or other supervised or related persons have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of the company or its personnel.

Other Financial Industry Activities and Affiliations

Form ADV Part 2A, Item 10

HWMGroup, its employees, management persons, or other supervised or related persons do not have any financial relationships, or arrangements, with other financial services companies that pose any material conflicts of interest.

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

Form ADV Part 2A, Item 11

THE HWMGroup Code of Ethics (The "Code") is predicated on the principle that HWMGroup owes a fiduciary duty to its clients. Accordingly, HWMGroup, its employees, management persons, or other supervised or related persons must avoid activities, interests, and relationships that run contrary (or appear to run contrary) to the best interests of our clients. At all times HWMGroup, et al will:

- Place client interests ahead of HWMGroup's,
- Engage in personal investing that is in full compliance with the Code of Ethics,
- Avoid taking advantage of their position, and
- Maintain full compliance with applicable federal, and state, securities laws.

HWMGroup is committed to fostering a culture of compliance. HWMGroup therefore urges any person to contact the Chief Compliance Officer about any actual, or suspected, compliance matter. All reported Code violation will be treated as having been made on an anonymous basis.

A copy of HWMGroup's Code of Ethics shall be provided to any client or prospective client upon request.

HWMGroup permits its employees to engage, on a limited basis, in personal securities transactions. To avoid any potential conflicts of interest involving personal trades, The Code includes formal insider trading, information barriers, and personal security transactions policies and procedures. HWMGroup's Code of Ethics also requires employees to: (1) pre-clear certain personal securities transactions, (2) report personal securities transactions on at least a quarterly basis, and (3) provide HWMG with a detailed summary of holdings (both initially upon commencement of employment and annually thereafter) over which the employee has a direct or indirect beneficial interest.

HWMGroup, its employees, management persons, or other supervised or related persons do not currently: (1) buy or sell securities, as principal, to or from any clients, (2) solicit client investments into any related entity, or (3) act as an investment advisor to any investment company which we recommend to clients.

Brokerage Practices

Form ADV Part 2A, Item 12

Factors For Selecting or Recommending Broker/Dealers

HWMGroup is not directly compensated on the basis of fees, or commissions, or any other charges that may be charged by broker/dealers, mutual fund companies, banks, or any other custodial relationships where clients' assets may be held. Therefore our interests in selecting a broker/dealer, or any other custodian, are not financially motivated, but are in the best interests of our clients. HWMGroup considers the following characteristics important: low fees, low commissions, financial strength, institutional quality, technological innovation, financial industry leadership, economies of scale, and an ethical reputation.

HWMGroup has chosen, and participates in the TD Ameritrade Institutional program for advisors (the "Program"). TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade") member FINRA/SIPC/NFA. TD Ameritrade is an independent and unaffiliated SEC-registered broker/dealer. HWMGroup and TD Ameritrade are independent of one another and have neither an agency, nor an employment relationship.

Absent an existing brokerage, or custodian, relationship HWMGroup will assist clients with developing a relationship with a broker, or custodian, that the Advisor has a relationship with which may include one or all of the following: The Institutional Division of TD Ameritrade, Inc., ("TD Ameritrade Institutional"), The Capital Group Companies ("American Funds - 529 Plans"), Jefferson National Insurance Company ("Jefferson National Monument Advisor Annuity"), Advisors Asset Management ("AAM")

HWMGroup will make these recommendations based on the needs of the client, and the services provided by the broker/custodian such as: the ability to execute trades, margin rates, on-line access to accounts, transaction charges, consolidated reporting, duplicate monthly statements, access to mutual funds, including lower sales charges than for direct purchases, and lower minimum purchase amounts.

Research and Other "Soft Dollar" Benefits

TD Ameritrade offers basic services, to independently registered investment advisors, which include custody of securities, trade execution, and clearance and settlement of transactions. HWMGroup may receive some additional benefits through its participation in this Program that it otherwise might not have received if it did not provide investment advice to clients of TD Ameritrade, or its other custodians. While there are no direct affiliations or fee sharing arrangements between TD Ameritrade, or its other custodians, and HWMGroup, economic benefits may be received by HWMGroup which might not be received if HWMGroup did not have this established relationship with TD Ameritrade, or its other custodians. These benefits do not depend on the amount of transactions directed by HWMGroup to TD Ameritrade, or its other custodians.

These benefits may include: web-based platforms, a dedicated trading desk that services HWMGroup's clients, a dedicated service group and an account services manager dedicated to HWMGroup's accounts, access to a real time order matching system, ability to block client trades, electronic download of trades, access to portfolio management software, access to an electronic interface, duplicate and batched client statements, confirmations and year-end summaries, the ability to have advisory fees directly debited from client accounts (in accordance with federal and state requirements), monthly, or quarterly, newsletters, ongoing email alerts, access to mutual funds, ability to have loads waived for HWMGroup's clients who invest in certain loaded funds when certain conditions are met and maintained, and the ability to have custody fees waived.

HWMGroup, may also qualify to receive discounts on other service as well, which may include, compliance,

marketing, technology, coaching, and other practice management products or services which may be provided to HWMGroup by third party vendors. Any benefits received by HWMGroup, or its associated persons, do not depend on the amount of brokerage transactions directed to TD Ameritrade, or its other custodians ([Please see the disclosure under Item 14 below](#)).

Economic Benefits – “Soft Dollar”

When HWMGroup states that it may receive economic benefits from a custodian by providing investment advice to clients of that custodian, we mean that we may receive a discounted price for the cost of a product or service, or we might receive a certain product of service gratis. Effectively, the revenue received by the custodian from its clients, and our clients, pays for cost of the product, service, or discount we may receive.

- It may appear that HWMGroup may have a conflict of interest, or an incentive to select, or recommend, a broker/dealer based on an interest in receiving research, other products or services, or discounts, rather than on our clients' best interests.
- HWMGroup does not knowingly cause its clients to pay higher commissions, or other fees, than those charged by other broker-dealers in exchange for economic benefits.
- Any economic benefits which may be received by HWMGroup would be made available to service all client accounts equally. No attempt would be made to ration, or allocate, specific benefits toward, or away, from any client accounts, or groups of accounts.
- HWMGroup did not knowingly, or specifically, acquire any type of product, or service from any custodian, using the “buying power” of client's commissions within our last fiscal year (except such economic benefits provided by custodians via their web-based platforms as listed above).
- HWMGroup does not direct client transactions to a particular broker/dealer in exchange for economic benefits received. Client transactions are handled by the direct custodian of the account unless we determine it to be in the best interest of the client(s), or the account(s), to do otherwise.

Brokerage for Client Referrals

HWMGroup may receive coaching services referrals from TD Ameritrade through its participation in TD Ameritrade Institutional Coaching Program. In addition to meeting the minimum eligibility criteria for participation in the TD Ameritrade Institutional Coaching Program, HWMGroup may have been selected to participate in the TD Ameritrade Institutional Coaching Program based on the amount and potential profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade ([Please see the disclosure under Item 14 below](#)).

- It may appear that HWMGroup may have a conflict of interest, or an incentive to select, or recommend, a broker/dealer based on an interest in receiving coaching services referrals, rather than on our clients' best interests.
- HWMGroup does not direct client transactions to a particular broker/dealer in exchange for client referrals.
- HWMGroup's participation in the TD Ameritrade Institutional Coaching Program does not diminish its duty to seek best execution of trades for client accounts.

Portfolio Transactions & Directed Brokerage

Unless otherwise authorized or directed, Adviser reserves the right to choose any broker-dealer through which to execute client's securities transactions consistent with Adviser's fiduciary duty to obtain best execution. In selecting a broker-dealer, Adviser may consider, among other things, the broker or dealer's execution capabilities, reputation and access to the markets for the securities being traded. When placing client's trades, Adviser is authorized to consider the fact that a broker or dealer has provided Adviser with products or services related to the investment research and portfolio management process. A client may

direct HWMGroup, in writing, to utilize a particular broker/dealer to execute some or all transactions for client's account(s). This phenomenon is called Directed Brokerage, and it involves having a separate directed brokerage account at a broker/dealer of a client's choosing. In such circumstances, the client is responsible for negotiating the terms and arrangements for the account(s) with that broker/dealer. In addition HWMGroup will not be able to seek better execution services or prices from other broker/dealers or be able to aggregate client's transactions, for execution through other broker/dealers, with orders for other account(s) advised or managed by HWMGroup. As a result, Adviser may not obtain best execution on behalf of the client, who may pay materially disparate commissions, greater spreads or other transaction costs, or receive less favorable net prices on transactions for the account(s) than would otherwise be the case. A client's written instructions to direct brokerage to a specific broker or dealer are set forth in the client's Investment Management Agreement, Exhibit B.

- Clients that restrict us to using a particular broker/dealer (or direct us to use a particular broker/dealer) for executing their transactions may be disadvantaged because we will generally execute orders for non-directed clients before we execute orders for clients that use a directed brokerage account.

Order Aggregation – Block Trades

HWMGroup has the ability to aggregate buy and/or sell orders via block trades through its agreement with its custodians. HWMGroup may utilize this feature when buying, or selling many shares of the same securities across multiple clients' account(s) simultaneously. The main reason for using this feature is that all clients would receive the exact same price for that trade. Because the custodians are discount broker/dealers, there is no benefit with respect to the lowering of commissions.

Orders will not be aggregated for non-discretionary accounts, or in situations whereby the client trade orders are executed on an individual, account by account basis. The only cost to the clients, in this scenario, would be a marginal differential in the cost per share of the security involved in the trade. The commission in this scenario would be exactly the same as the block trading scenario.

Review of Accounts

Form ADV Part 2A, Item 13

Generally, client accounts are reviewed no less frequently than quarterly by the HWMGroup representative responsible for managing the account(s). These reviews are designed to monitor and analyze client transactions, positions, and changes in asset allocation. Particular attention is given to changes in fundamentals, market and industry outlook, and investment performance in relation to specified benchmarks.

The HWMGroup Investment Committee monitors 11 Model Portfolios, with substantially similar asset allocations and holdings as clients' account(s), on a daily basis. The goal of this detailed daily monitoring is similar to monitoring the vital signs of a hospital patient in the Intensive Care Unit. Current technologies make this type of monitoring simple, efficient, and effective. If the prices of any monitored security change by 5% to the upside, or 3% to the downside within any given week; an Alert is generated. Each Saturday the Portfolio Alert System is reset for the following Monday.

An Alert is not necessarily a call to a specific action, but more of a call to attention. Reviews for certain Portfolios may be triggered based on the frequency, or the intensity, of these Alerts. Other triggers include factors such as asset allocation balance, style drift, and shifting risk parameters.

Periodic Reporting & Valuation

HWMGroup is very diligent in its efforts to establish specific nomenclature with respect to reports and statements which clients receive regarding their accounts. Account Statements are provided by account custodians, are account related, balance oriented, transaction focused, and are usually valued as of a certain date. An Account Statement usually covers one account. Client Reports are provided by HWMGroup, are portfolio related, performance oriented, relationship focused, and usually cover various ranges of dates. A client Report usually covers an entire portfolio.

HWMGroup will provide clients with Regular Quarterly Client Reports which will report on positions held in the account(s), portfolio values, and an analysis on portfolio performance. Subject to the client's custodial agreement, clients also receive Regular Monthly Account Statements confirming account transactions, positions and activity. While the Account Statements (written) are generally mailed, and the Client Reports (written) are generally mailed, or delivered via online (virtual meetings); Both Account Statements, and Client Reports are available to clients via secure websites 24 hours per day.

Clients are encouraged to confirm Client Report accuracy with Account Statement balances. Although the accuracy of Client Reports are usually quite impressive, clients are informed that in cases where there may be discrepancies between the two reporting systems, the Account Statements, which are generated by the Account Custodians, represent the official and true representation of asset valuations.

Client Referrals and Other Compensation

Form ADV Part 2A, Item 14

As disclosed under [Item 12 above](#), HWMGroup participates in TD Ameritrade's institutional customer program and HWMGroup may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between HWMGroup's participation in the program and the investment advice it gives to its clients, although HWMGroup receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving HWMGroup participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to HWMGroup by third party vendors.

TD Ameritrade may also have paid for business consulting and professional services received by HWMGroup's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit HWMGroup but may not benefit its client accounts. These products or services may assist HWMGroup in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help HWMGroup manage and further develop its business enterprise. The benefits received by HWMGroup or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade.

As part of its fiduciary duties to clients, HWMGroup endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by HWMGroup or its related persons in and of itself creates a potential conflict of interest and may indirectly influence HWMGroup's choice of TD Ameritrade for custody and brokerage services.

As disclosed under [Item 12 above](#), HWMGroup may receive coaching services referrals from TD Ameritrade through its participation in TD Ameritrade Institutional Coaching Program. In addition to meeting the minimum eligibility criteria for participation in the TD Ameritrade Institutional Coaching Program, HWMGroup may have been selected to participate in the TD Ameritrade Institutional Coaching Program based on the amount and potential profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade.

TD Ameritrade is a discount broker-dealer independent of and unaffiliated with HWMGroup and there is no employee or agency relationship between them. TD Ameritrade has established the TD Ameritrade Institutional Coaching Program as a means of assisting independent unaffiliated Advisors to grow and maintain their respective investment advisor business. TD Ameritrade does not supervise HWMGroup and has no responsibility for HWMGroup's management of client portfolios or HWMGroup's other advice or services.

HWMGroup's participation in the TD Ameritrade Institutional Coaching Program raises potential conflicts of interest. HWMGroup may encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to participate in the TD Ameritrade Institutional Coaching Program, HWMGroup may have an incentive to recommend to clients that the assets

under management by HWMGroup be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade.

- HWMGroup's participation in the TD Ameritrade Institutional Coaching Program does not diminish its duty to seek best execution of trades for client accounts.
- HWMGroup's participation in the TD Ameritrade Institutional Coaching program qualifies as direct or indirect compensation of any person who is not a supervised person for client referrals.

Custody

Form ADV Part 2A, Item 15

HWMGroup does not maintain physical custody of client funds or securities, nor is it authorized to hold or receive any stock, bond or other security, investment certificate, or cash that is part of the clients' accounts, except for the payment of advisory fees (see Debit Accounts below). All clients' accounts are held in custody by unaffiliated broker/dealers, insurance companies, mutual funds, or banks.

Debit Accounts

When advisers have the ability to direct custodians to debit advisory fees from clients' accounts, the SEC has determined that advisers are considered to have custody of clients' assets for that sole purpose. Since all account custodians send statements directly to account owners at least on a quarterly basis. Clients should carefully review these statements and compare them to any billing statements, or additional account information provided to them by HWMGroup, its employees, management persons, or other supervised or related persons.

Investment Discretion

Form ADV Part 2A, Item 16

When clients agree to discretionary authority, HWMGroup understands that it is authorized, from time to time, to invest, sell, and reinvest proceeds in clients' accounts, at its discretion, and without obtaining prior confirmation of any proposed action. Notwithstanding this discretionary authority, the HWMGroup will manage the accounts in accordance with the investment mandates of the clients' and subject to the guidelines and/or restrictions (if any) that have been provided for by the Investment Management Agreement Discretionary Account(s), Exhibit A. Additionally, HWMGroup requires a Comprehensive Risk Tolerance Assessment, a Client Investment Policy Statement, and a properly executed Custodian Account Application which indicates, to the custodian, that adviser discretion is authorized. Such guidelines and restrictions may be amended or supplemented from time to time by agreement of the parties.

Typically these documents will direct HWMGroup to recommend a suitable Model Portfolio to emulate. Once an appropriate Model has been selected and approved, HWMGroup will be responsible for recommending, implementing, maintaining, and adjusting asset allocation, investment diversification, and choosing investment vehicles based on specific parameters set forth in the Client's Investment Policy Statement. The Investment Policy Statement is subject to review at least bi-annually, or otherwise as agreed upon by the parties.

Accounts we manage on a discretionary basis may receive more favorable executions when purchasing or selling securities than accounts managed on a non discretionary basis due to the fact that HWMGroup must receive client authorization before placing trade orders. The potential delays in trade execution, for non discretionary accounts, may produce different results than their discretionary counterparts.

When a client has given us broker/dealer discretion, there is no restriction on the broker/dealers we may select to execute client transactions. Our general guiding principle is to trade through broker/dealers who offer the best overall execution under the particular circumstances. We consider a number of factors, including the actual handling of the order, the ability of the broker/dealer to settle the trade promptly and accurately, the financial standing of the broker/dealer, the ability of the broker/dealer to position security to facilitate execution, our past experience with similar trades, and other factors which may be unique to a particular order.

Most often trades are executed with the account custodian. However, at times we may trade through broker/dealers that charge fees which may be higher than the, otherwise, lowest available fees through an account custodian. For example, broker/dealer fees may vary and be greater than those typical for similar investments if we determine that the research, execution and other services rendered by a particular broker merit greater than typical fees in a given situation. Although not as common, in certain instances we may execute over the counter securities transactions on an agency basis, which may result in advisory clients incurring two transaction costs for a single trade: a commission paid to the executing broker-dealer plus the market makers mark-up or mark-down.

There may be conflicts of interest over time devoted to managing any one account and the allocation of investment opportunities among all accounts managed by us. We will attempt to resolve all such conflicts in a manner that is generally fair to all of our clients.

We are not obligated to acquire for any account any security that we or our officers, partners, members or employees may acquire for their own accounts or for the account of any other client, if in our absolute discretion it is not practical or desirable to acquire a position in such security.

Voting Client Securities

Form ADV Part 2A, Item 17

Generally, HWMGroup will not vote (by proxy or otherwise) in any matter for which a shareholder vote is solicited by, or with respect to, issuers of securities beneficially held in the client's account. With regard to all other matters for which shareholder action is required, or solicited, with respect to securities beneficially held by the client's account such as (i) matters relating to class actions, including matters relating to opting in or opting out of a class, and approval of class settlements and (ii) bankruptcies or reorganizations), HWMGroup affirmatively disclaims responsibility for voting (by proxies or otherwise) and will not take any action with regard to such matters.

Clients will receive their proxies, other solicitations, and investor information, directly from their custodians or transfer agents. HWMGroup usually receives "*Information Only*" duplicate copies of proxies and other investor information; therefore we can speak knowledgeably to clients who may have specific questions about particular information that may have been received.

Notwithstanding the above description, HWMGroup understands that certain special situations may exist whereby exceptions may be warranted with respect to our general Proxy Voting policy:

Proxy Voting Exception

Client shall maintain all proxy voting authority unless a specific written delegation of voting authority has been giving to HWMGroup. If HWMGroup is assigned such authority, we will notify the custodian that HWMGroup is authorized to vote all proxies for securities in a specific client's account(s) and instruct custodian to forward copies of all proxies relating to shares held in the specified account(s). HWMGroup will vote all proxies in a prudent manner and solely in the interest of the client until such time as the proxy voting authority is revoked, the account(s) are closed, or the Investment Management Agreement is terminated.

Financial Information

Form ADV Part 2A, Item 18

HWMGroup is not aware of any financial condition that is neither, reasonably likely to impair our ability to meet our contractual commitments to our clients, nor expected to affect our ability to manage client accounts effectively going forward.

HWMGroup has never filed for bankruptcy.

Additional Information

Confidentiality

Except as otherwise agreed in writing or as required by law, HWMGroup will exercise the highest degree of due diligence and care with respect to keeping confidential all client information. However, by signing the Investment Management Agreement, client authorizes HWMGroup to give a copy of this Investment Management Agreement to any broker/dealer or other party to a transaction for the account(s), or the custodian as evidence of HWMGroup's limited power of attorney and authority to act on client's behalf. In addition, client grants HWMGroup authority to discuss, disclose, and provide confidential client information to outside attorneys, auditors, consultants and any other professional advisors retained by HWMGroup to assist in the management of this Investment Management Agreement and client's account(s).

Services to Other Clients

The client understands and agrees that HWMGroup performs investment advisory services for various other clients. The client agrees that HWMGroup may give advice or take action in the performance of its duties with respect to any of its other clients, or for the HWMGroup and/or its employees' own account(s), which may differ from advice given to or action taken on behalf of the client. HWMGroup is not obligated to buy, sell or recommend for the client any security or other investment that HWMGroup or its employees may buy, sell or recommend for any other client or for their own account(s).

ERISA Account(s)

This section applies to qualified retirement plans governed by the Employee Retirement Income Security Act of 1974 ("ERISA"). If the account(s) is for a plan subject to ERISA, A client would appoint HWMGroup, and HWMGroup would accept its appointment, as an "investment manager." HWMGroup acknowledges that it is a "fiduciary" within the meaning of Section 3(21) of ERISA and understands that as a fiduciary, it must:

- Act solely in the interests of the participant and their beneficiaries;
- Defray the expenses of administration of the plan;
- Act with the care, skill, prudence, and diligence that a prudent man would use in the same situation;
- Diversify plan investments to reduce the risks of large losses unless it is clearly prudent not to do so; and,
- Act according to the terms of the plan documents; to the extent the documents are consistent with ERISA.

The client must represent that HWMGroup has been furnished true and complete copies of all documents establishing and governing the plan and evidencing the client's authority to retain HWMGroup. The client must furnish promptly to HWMGroup any amendments to the plan, and the client must agree that, if any amendment affects the rights or obligations of HWMGroup, such amendment will be binding on HWMGroup only when agreed to by HWMGroup in writing. If the account(s) contains only a part of the assets of the plan, the client understands that HWMGroup will have no responsibility for the diversification of all of the plan's investments, and that Adviser will have no duty, responsibility or liability for the client assets that are not in the account(s). If ERISA or other applicable law requires bonding with respect to the assets in the account(s), the client must obtain and maintain at its expense bonding that satisfies this requirement and covers HWMGroup and its Affiliated Persons.