

ITEM 1: Cover Page

SPOUTING ROCK WEALTH ADVISORS, LLC

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Date of Brochure:
November 13, 2014

Form ADV, Part 2 our “Disclosure Brochure” or “Brochure” as required by the Investment Advisers Act is an important document between Clients (you, your) and Spouting Rock Wealth Advisors, LLC, doing business as Spouting Rock Financial (us, we, our). This Brochure provides information about our qualifications and business practices.

This brochure provides information about the qualifications and business practices of Spouting Rock Wealth Advisor, LLC, doing business as Spouting Rock Financial. If you have any questions about the contents of this brochure, please contact us at (610) 788-2128. 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 Spouting Rock Wealth Advisor, LLC, doing business as Spouting Rock Financial, also is available on the SEC’s website at www.adviserinfo.sec.gov. (click on the link, select “investment adviser firm” and type in our firm name or CRD number, which is 150516). Results will provide you both Part 1 and 2 of our Form ADV.

We are a registered investment adviser with the SEC. Our registration as an Investment Adviser does not imply any level of skill or training. The oral and written communications we provide to you, including this Brochure, is information you use to evaluate us (and other advisers) which are factors in your decision to hire us or to continue to maintain a mutually beneficial relationship.

ITEM 2: Material Changes

Our Brochure has been revised since our last Brochure filing, as we are now an SEC registered investment adviser. As a result, this Brochure should be considered “materially new.”

In future filings, this section of the Brochure will address only those “material changes” that have been incorporated since our last delivery or posting of this document on the SEC’s public disclosure website (IAPD) www.adviserinfo.sec.gov.

We may, at any time, update this Brochure and either send you a copy or offer to send you a copy (either by electronic means (email) or in hard copy form).

If you would like another copy of this Brochure, please download it from the SEC Website as indicated above or you may contact Erich Hickey at (484) 253-1213 or Todd Silbergeld at (610)857-6840.

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ITEM 4: Advisory Services

Description of Advisory Services:

We became registered as an investment adviser with the Commonwealth of Pennsylvania in September 2009. In November 2014, we filed for registration as an investment adviser with the SEC. We are principally owned by Spouting Rock Financial Partners, LLC. Our discretionary assets under management as of November 12, 2014 are approximately \$13,526,800 and our non-discretionary assets under management are \$5,000,000.

We are a boutique investment management firm currently providing investment management services to individuals, family offices, financial advisors, and institutions which are categorized below:

- 1.Private Fund Management
- 2.Portfolio Management Services

We have predetermined investment strategies in the form of private funds and separately managed accounts. These are not tailored to individual clients, as these products are generally designed with another advisor or firm which controls the relationships that will invest in the strategies. For direct advisory relationships, we tailor services to the needs of the client once we are able to understand the objectives and constraints of the clients. In these situations, we would typically require client approval prior to implementation. Clients currently do not impose restrictions on investing in certain securities or types of securities.

Private Fund Management:

We provide investment management services to two private investment funds, Declaration 56 Capital Partners Fund and Rush Capital Partners Fund (collectively, the "Funds").

The Declaration 56 Capital Partners Fund and the Rush Capital Partners Fund are a Series of Delaware Limited Partnerships (the "Series Funds"). The limited partners in the Series Funds are limited to Insurance Companies and segregated asset accounts of Insurance Companies established for owners of variable life insurance contracts or variable annuities. We provide investment management services to the Series Funds through an Investment Management Agreement with the general partner of the Series Funds, Declaration 56 Capital Partners, LLC. Please refer to Item 10 of this Brochure for more information regarding our relationship with the general partner.

The investment objectives of the Series Funds are to maximize total returns over the long term while having a diversified risk profile. We may allocate all or a substantial portion of the assets of a Series among public and private investment vehicles and/or separate investment accounts which, in turn, are expected to invest primarily in publicly traded equity and debt securities of United States and foreign issuers.

For more detailed information, please refer to the Confidential Private Placement Memoranda for the Funds. Capitalized terms used in this Brochure to describe the Funds have the meaning ascribed to them in the Private Placement Memoranda.

Portfolio Management Services:

Alternative Mutual Fund Strategies (“Alt Strategies”)

- Spouting Rock Alternative Income Strategy (“Income Strategy”)
- Spouting Rock Alternative Growth (“Growth Strategy”)

Each Strategy is an actively managed, globally diversified portfolio of 8 to 12 mutual funds, ETFs and exchange traded securities designed with a specific mandate. Typically, our Alternative Mutual Fund Strategies will be part of a larger overall portfolio. If we are retained to employ our Alternative Mutual Fund Strategies, we will meet with the client and conduct a process to determine their investment objectives, risk tolerance and other relevant information. The Income Strategy is designed to generate income and outperform the risk-free rate over time plus inflation.

The Growth Strategy is designed for capital appreciation without dependence upon positive equity market returns. Both strategies are designed to have low correlation to major asset classes. We may also customize a portfolio based upon clients’ risk tolerances and investment objectives. Turnover is expected to be in the lower range of normal activity.

Mutual Fund Asset Allocation Strategies (“MF Strategies”)

- Income Generation Strategy
- Income Focus with Growth Strategy
- Income and Growth Strategy
- Growth Focus with Income Strategy
- Asset Growth Strategy

Each MF Strategy is available in three risk levels: Conservative, Moderate and Aggressive. Prior to the allocation process, we will meet with clients to determine the client’s investment objective and constraints to create an investment policy statement (“IPS”).

Also, each client will be asked to complete a Risk Tolerance Questionnaire to determine the appropriate risk level. Each MF Strategy is an actively managed, globally diversified portfolio of 8 to 20 mutual funds and ETFs. We begin with a strategic allocation to the major asset classes. Each Strategy is designed to capture capital gains and/or income in pursuit of a client’s long-term investment goals. Efficient, low cost funds typically are utilized. Fund shares will be purchased on a “no load” basis when available. We perform all due diligence and manager selection internally.

Selection of Other Advisers.

We may direct clients to third party money managers. Clients will pay a separate fee to the third party money managers. The combined fees of SRF and the third party money managers will not exceed any limit imposed by any regulatory agency. Before selecting other advisers for clients, SRF will always ensure those other advisers are properly licensed or registered as an investment adviser.

Information about All Strategies

To ensure that a particular investment strategy remains suitable for a client and continues to be managed in a manner consistent with the client's financial circumstances, we will:

- send requests, on a quarterly basis, to participating clients, requesting updated information regarding changes in the client's financial situation and investment objectives;
- contact each participating client, at least annually, to determine whether there have been any changes in the client's financial situation or investment objectives, and whether the client wishes to impose investment restrictions or modify existing restrictions; and
- ensure that a portfolio manager or client service associate who is knowledgeable about the management of client's portfolio is reasonably available to consult with participating clients

ITEM 5: Fees and Compensation

Private Fund Management

We are compensated by a Management Fee pursuant to the Investment Management Agreements referenced in Item 4 above. Our Management Fee for the Series Funds is an asset-based monthly fee equal to 1/12 of 1.0% of the Net Asset Value of each Series calculated as of the opening of business on the last Business Day of each calendar month. This fee is payable in arrears. We will also receive a Management Fee attributable to Designated Investments (certain assets that are long-term, illiquid and/or without a readily ascertainable market value as determined by the General Partner), which will also be payable monthly without notice to or consent of any other Limited Partner. The General Partner, in its discretion, may waive or reduce the Management Fee applicable to any Interest held by a Limited Partner.

Portfolio Management Services

Our annual fee for the Alt Strategies and MF Strategies is based upon a percentage of assets under management, according to the following schedule:

<u>Assets Under Management</u>	<u>Annual Fee</u>
Up to \$10MM	1.0%
\$10MM and above	0.50%

A minimum of \$250,000 of assets under management is required to establish an account. Account sizes may be negotiable under certain circumstances. We may aggregate certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

General Fee Information: Although we have established the above fee schedules, we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include, among other things, the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition and reports. The annual fee schedule applicable to each client is identified in the Investment Advisory Agreement between Spouting Rock and the client (the “Advisory Agreement”).

Our advisory fees are billed quarterly in advance, at the beginning of each calendar quarter based upon the value (market value or fair market value in the absence of market value), of the client’s account at the end of the previous quarter. Fees will be debited from clients’ accounts in accordance with their authorization in the Advisory Agreement.

Termination of the Advisory Relationship. An Advisory Agreement may be canceled at any time, by either party, for any reason upon receipt of thirty (30) days written notice. As disclosed above, our advisory fees are paid in advance of services provided. Upon termination of any client’s account, any unearned fees will be returned by Spouting Rock. In calculating a client’s billing of fees, we will pro rate the owed amount according to the number of days remaining in the billing period.

Fees of Other Investment Companies. All fees paid to us for investment advisory services are separate and distinct from the fees and expenses charged by open and closed end mutual funds and ETFs to their shareholders. These fees and expenses are described in each fund’s prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm that are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client’s financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our advisory fees to fully understand the total amount of fees paid in connection with the advisory services we provide.

Additional Fees and Expenses. In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and securities transaction fees and ticket or clearing charges imposed by executing broker-dealers, including, but not limited to, any transaction charges imposed by a broker-dealer with which an independent investment manager effects transactions for the client's account(s).

Grandfathering of Minimum Account Requirements. Pre-existing advisory clients are subject to Adviser's minimum account requirements and advisory fees that were in effect at the time the client entered into the Advisory Agreement. Therefore, our minimum account requirements may differ among clients.

ERISA Accounts. Spouting Rock is deemed to be a fiduciary to advisory clients that are employee benefit plans pursuant to the Employee Retirement Income and Securities Act ("ERISA"). As such, Adviser is subject to specific duties and obligations under ERISA that include among other things, restrictions concerning certain forms of compensation. For clients subject to ERISA, Spouting Rock may not charge fees for investment advice about products for which Adviser and/or our related persons receive any commissions or 12b-1 fees, unless such fees are offset against Spouting Rock's advisory fees.

ITEM 6: Performance-Based Fees and Side-By-Side Management

We do not charge advisory fees on a share of capital appreciation of the Funds, Alt Strategies or MF Strategies that we manage (so-called performance based fees). Our advisory fee compensation is charged only as disclosed above (Item 5).

ITEM 7: Types of Clients

Private Fund Advisory Clients

We provide advisory services to two private investment funds: the Declaration 56 Capital Partners Fund and the Rush Capital Partners Fund (collectively the "Series Funds"), both organized under the laws of the State of Delaware.

Eligible investors in the Series Funds are Insurance Companies or segregated asset accounts of the Insurance Companies, which are established as owners of variable annuities or variable life insurance contracts, "accredited investors" as defined under Regulation D of the Securities Act of 1933, "qualified purchasers" as defined in the Investment Company Act of 1940, and investors who are knowledgeable and experienced in financial and business matter such that they are capable of evaluating the merits and risks of an investment in the Funds. The Series Funds were each created for one Insurance Company and its associated segregated asset accounts as their limited partner.

Portfolio Management Service Clients

We provide advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals
- Charitable, non-profit organizations
- Other investment advisers
- Corporations or other businesses not listed above

Other Clients

In addition to providing investment advisory services to the Private Funds, Alt Strategies and MF Strategies we also provide non-advisory services to family offices, wealth management firms, insurance companies and foundations. These services include qualitative, quantitative and operational due diligence services on managers of pooled investment vehicles, due diligence reporting, portfolio oversight, risk factor analysis, ranking underlying portfolio funds and peers by key return and risk factors, portfolio rebalancing summaries, portfolio diversification analysis, marginal risk analysis, standardized Markov reporting and customized due diligence and reporting services.

ITEM 8: Methods of Analysis, Investment Strategies and Risk of Loss Analysis:

We use various methods of analysis when providing investment management services to the Funds and our clients. These include, but are not limited to, the following methods:

Charting. In this type of technical analysis, we review charts of market and security activity in an attempt to identify when the market is moving up or down and to predict how long the trend may last and when that trend might reverse.

Fundamental Analysis. We attempt to measure the intrinsic value of a security or attractiveness of a strategy by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if a company is underpriced (indicating it may be a goodtime to buy) or overpriced (indicating it may be time to sell). Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the investment .

Technical Analysis. We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement. Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly

managed or financially unsound company may underperform regardless of market movement.

Quantitative Analysis. We use mathematical models in an attempt to obtain more accurate measurements of a company's quantifiable data, such as the value of a share price or earnings per share, and predict changes to that data. A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect.

Qualitative Analysis. We subjectively evaluate non-quantifiable factors such as quality of management, labor relations, and strength of research and development factors not readily subject to measurement, and predict changes to share price based on that data. A risk in using qualitative analysis is that our subjective judgment may prove incorrect.

Asset Allocation. Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance. A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

- Additional forms of analysis:
- Attribution analysis
- Downside risk, distribution analysis
- Analysis of factor and style exposures and drift
- Analysis of diversification within the portfolio using Principal Component
- Analysis based models
- Analysis of exposures to major economic factors, such as Equity Risk, Credit Risk, Trend Following, and Duration
- Analysis of return distributions, incorporating non-normal return moments

Risks for all forms of analysis. Our securities analysis methods rely on the assumption that the companies whose securities we recommend, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. There is always a risk that our analysis may be compromised by inaccurate or misleading information. Investing in securities involves risk of loss that clients should be prepared to bear

Private Fund Investment Strategies:

We seek to achieve the investment objectives of the Private Funds by evaluating opportunities in multiple sectors and across various types of investment strategies in search of superior risk-reward opportunities. These opportunities will be focused both on capital appreciation as well as on generating current income. On the long side, our

mandate is to identify businesses and strategies with favorable long-term prospects and to invest in such businesses and strategies at attractive entry points. These investments may include positions in private as well as public securities. On the short side, the objective is to identify and exploit fundamental market misconceptions that take the shape of perishable overpricing of securities.

We will draw on our experience in certain sectors of particular interest, such as natural resources, energy, real assets, and other income-producing assets. Additionally, we will pursue investment opportunities in liquid markets to take advantage of underpriced securities in multiple market sectors that will serve to enhance the absolute return and hedge against the risks associated with investments in the resource sector. When managing the Series Funds, we have a bias toward securities that we believe will provide a high level of cash flow distribution, such as MLPs, REITs, energy service trusts, and direct ownership of private royalty properties. We plan for the Series Funds to be a comfortable “long biased” investor, and generally expect to work to keep short positions to below 50 percent of exposure.

Portfolio Management Strategies

We may use the following strategies to manage client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client’s investment objectives, risk tolerance, and time horizons, among other considerations:

Long-term purchases. We purchase securities with the view to hold them in a client’s account for one year or longer. Typically, we employ this strategy when:

- we believe the securities are currently undervalued, and/or
- we are seeking exposure to a particular asset class over time, regardless of the current projection for this class.

The risk of a long-term purchase strategy is that by holding the security for the long term, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Short-term purchases. When utilizing this strategy, we purchase securities with the view to sell them within a relatively short time (typically a year or less). We employ this strategy to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

Option writing. Our Strategies may involve the use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are calls and puts:

- A call gives the owner the right to buy a security at a certain price within a specific period of time. We will buy a call if we have determined that the stock will increase substantially before the option expires.
- A put gives us the holder the right to sell an asset at a certain price within a specific period of time. We will buy a put if we believe that the price of the stock will fall before the option expires. We may use options to “hedge” the purchase of an underlying security in a client’s portfolio by limiting the potential upside and downside of a security.

We seek to reduce the volatility of clients’ portfolios by selling covered call options. When a client sells a covered call option, the purchaser of the option has the right to buy that stock at a predetermined price (exercise price) during the life of the option. If the purchaser exercises the option, the client must sell the stock to the purchaser at the exercise price. The option is “covered” because the client owns the stock at the time it sells the option. As the seller of the option, the client receives a premium from the purchaser of the call option, which may provide additional income to the client.

The selling of covered call options may tend to reduce volatility of the client because the premiums received from selling the options will reduce any losses on the underlying securities, but only by the amount of the premiums. However, selling the options will also limit the gain on the underlying securities.

Risk of Loss:

All investments in securities include a risk of loss of principal and any profits that have not been realized. An investment in the Funds is speculative and involves substantial risks, including the risk of loss of your entire investment. These risks also include, but are not limited to, the speculative nature of allocating assets to Portfolio Managers and the substantial charges which the Funds will incur, regardless of whether any profits are earned.

In managing the Private Funds, Alt Strategies and MF Strategies, we intend to manage risk through portfolio diversification, limited use of leverage, a move to increased cash levels when there are no attractively priced investment opportunities and selective shorting or market hedging. The particular risk factors applicable to the securities held by the Private Funds, Alt Strategies and MF Strategies include, but are not limited to, the following:

- **Equity Risk.** Equity securities tend to be more volatile than other investment choices. The value of an individual mutual fund can be more volatile than the market as a whole. This volatility affects the value of the client’s overall portfolio. Small- and mid-cap companies are subject to additional risks. Smaller companies may experience greater volatility, higher failure rates, more limited markets, product lines, financial resources, and less management experience than larger companies.

- **Fixed Income Risk.** The issuer of a fixed income security may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation. If a rating agency gives a debt security a lower rating, the value of the debt security may decline because investors demand a higher rate of return. As nominal interest rates rise, the value of fixed income securities is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.
- **Mutual Fund Risk.** Open-end and closed-end mutual funds and ETFs invest in a broad range of equity and fixed income securities, including foreign securities and securities of issuers located in emerging markets. Underlying funds may also invest in equity securities of any market capitalization including micro-, small- and mid-cap companies, real estate, commodities-related assets, fixed income securities of any maturity or credit quality, including high-yield, high-risk debt securities, and they may engage in leveraged or derivative transactions. We have no control over the investment strategies, policies or decisions of the underlying funds and, in the event of dissatisfaction with such a fund, our only option would be to liquidate clients' investments in that fund. Mutual funds and ETFs charge their own management fees and expenses, which may be duplicative.
- **Municipal Securities.** Municipal securities carry different risks than those of corporate government and bank-sponsored debt securities described above. These risks include the municipality's ability to raise additional tax revenue or other revenue (in the event the bonds are revenue bonds) to pay interest on its debt and to retire its debt at maturity. Municipal bonds are generally tax-free at the federal level, but may be taxable in individual states other than the state in which both the investor and municipal issuer are domiciled U.S. Government Securities. We may recommend securities issued by the U.S. Government and by U.S. Government agencies and instrumentalities. Only U.S. Government securities are supported by the full faith and credit of the United States.
- **Alternative Investments in Private Funds.** Hedge funds, as well as private equity, venture capital, private real estate and other private partnerships typically engage in highly speculative trading strategies. These private funds are illiquid, their assets may also be illiquid and their performance results can be extremely volatile. Alternative funds may use fair valuation techniques, which are subjective, and there is no guarantee that the client would realize proceeds equal to fair value upon the sale of a security. Investments in alternative funds are illiquid, and the assets of the funds also may be illiquid. Private funds typically charge higher management fees and performance fees, and these funds also incur their own operating expenses, which may be substantial.
- **Hedging Transactions** –Certain Portfolio Managers in the Funds may make use of a variety of financial instruments, such as short sales, derivatives, options, interest rate swaps, caps and floors, futures and forward contracts to seek to

hedge against declines in the values of their portfolio positions as a result of changes in currency exchange rates, certain changes in the equity markets and market interest rates and other events.

- **New Issues** –A portion of the Funds’ return may be derived from investments in securities issued in an initial public offering. Partners who, as a result of FINRA Rule 5130 regarding “hot issues”, are not eligible to hold an interest (directly or indirectly) in a new issue will not be entitled to any interest in a new issue which the Funds may acquire.
- **Short Sales** –Certain Portfolio Managers may engage in short selling. While the use of borrowed funds and short sales can substantially improve the return on invested capital, their use may also increase any adverse impact to which the investments of a Portfolio Fund may be subject.
- **Leverage Use By Portfolio Funds** –Certain Portfolio Managers will utilize leverage in their investment programs. The Portfolio Funds may engage in investment strategies in which the degree of leverage is not limited to any predetermined level, but will be subject to applicable legal and broker-dealer imposed leverage limitations.
- **Derivatives** –The Portfolio Funds may invest in complex derivative instruments which seek to modify or replace the investment performance of particular securities, commodities, currencies, interest rates, indices or markets on a leveraged or unleveraged basis.
- **Futures** –Futures markets are highly volatile. To the extent the Funds engage directly or indirectly through Portfolio Funds in transactions in futures contracts and options on futures contracts, the profitability of the Fund will depend to some degree on the ability of the Portfolio Manager to analyze correctly the futures markets, which are influenced by, among other things, changing supply and demand relationships, governmental policies, commercial and trade programs, world political and economic events, and changes in interest rates.
- **Options Transaction** –The purchase or sale of an option by the Portfolio Funds involves the payment or receipt of a premium payment by the investor and the corresponding right or obligation to either purchase or sell the underlying security or other instrument for a specified price at a certain time or during a certain period. Purchasing options involves the risk that the underlying instrument does not change price in the manner expected, so that the option expires worthless and the investor loses its premium. Selling options, on the other hand, involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying security in excess of the premium payment received.

- **Forward Contracts** - Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardized. Instead, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and “cash” trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable.
- **Foreign Investment Risks** –Investment in securities of non-U.S. companies and futures or other derivative contracts outside of the U.S. may be subject to greater risks than purely domestic investments for a variety of reasons, including currency controls, the fluctuation of currency exchange rates, and changes in monetary systems, changes in governmental administration or economic or monetary policy or changed circumstances in dealings between nations.

ITEM 9: Disciplinary information

We do not have any legal, financial or other “disciplinary” items to report to you. We are obligated to disclose any disciplinary event that would be material to you when evaluating us to initiate a Client/Adviser relationship, or to continue a Client/Adviser relationship with us.

This statement applies to our Firm and every employee.

ITEM 10: Other Financial Industry Activities and Affiliations

Spouting Rock Capital Advisors, LLC

Spouting Rock Capital Advisors is an affiliate of Spouting Rock Wealth Advisors and is a registered broker-dealer and member of FINRA and SIPC. Some management personnel, are also registered with Spouting Rock Capital Advisors as a general securities principal. No securities transactions for the Funds, Alt Strategies or MF Strategies are directed to Spouting Rock Capital Advisors. These individual registered with Spouting Rock Capital Advisors may affect transactions for which they will receive usual and customary compensation. While Spouting Rock Financial and these individuals endeavor at all times to put the interests of our clients first as part of our fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest, and may affect the judgment of these individuals when making recommendations.

Spouting Rock Investments, LP

Two of our principals, Erich Hickey and Blakely Page, manage Spouting Rock Investments, LP (“SRI”), which is a private fund mainly consisting of investments in private companies and/or hedge funds. SRI was created to manage commingled capital

in various fund formats. Investment opportunities in SRI are limited to employees of ours, our affiliated companies, family and close friends. Our clients are not solicited to invest in any investment vehicle created or managed by SRI.

Spouting Rock Walagan, LP

Spouting Rock Walagan (SRW) is a private fund and passive investment vehicle. SRW is managed by Spouting Rock Walagan, LLC, which is owned by Spouting Rock Financial Partners, LLC and Walagan, LLC. SRW has only one investment at this time. Our clients are not solicited to invest in any investment vehicle created or managed by Spouting Rock Walagan The Funds

Our principals, Erich Hickey, Jeremy Tennenbaum, Thomas Quinn and Blakely Page, serve as members of the general partners of the Funds that we manage. We do not solicit any of our non-advisory clients to invest in the Funds.

Spouting Rock Fund Management

Spouting Rock Fund Management (SRFM) is an SEC registered investment adviser. The firm is an investment adviser providing investment management services to mutual funds, specifically the Spouting Rock/Convex Dynamic Global Marco Fund. Our principals, Erich Hickey, Thomas Quinn and Blakely Page, serve as members to the adviser. The arrangement does not create a material conflict of interest with Spouting Rock Wealth Advisers as SWFM has one client, the Fund, and Spouting Rock Wealth Advisor clients are not solicited to SRFM. In cases in which clients of SRWA are invested in the Fund, clients are not charged a fee on the portion of the account that is invested in the Fund. This is reflected on their billing statements.

Spouting Rock Convex Dynamic Global Marco Fund

Spouting Rock Convex Dynamic Global Marco Fund (“CVXIX”) is an open-end fund incorporated in the USA. The objective is positive absolute returns. The Fund will invest on a global basis in ETFs that invest in U.S., international, and emerging market equity securities of any market capitalization and fixed income securities, real estate interests, commodities, and inflation-protected securities. Spouting Rock Fund Management, an SEC Registered Investment Adviser, provides the advisory services to CVXIX. CVXIX is the only Fund managed by Spouting Rock Fund Management. Our principals, Erich Hickey, Thomas Quinn and Blakely Page, serve as members to the adviser. In cases in which clients of SRWA are invested in the Fund, clients are not charged a fee on the portion of the account that is invested in the Fund. This is reflected on their billing statements.

Other

We use certain non-discretionary investment services provided by Hancock Investment Advisors, LLC, an SEC registered investment advisor(CRD #117958). For their services,

Hancock receives a percentage of the assets under management. Clients are not charged additional fees for these services and fees are commensurate with other arm's length transaction. Hancock owns a minority equity interest in Spouting Rock Financial Partners, LLC, the parent company of Spouting Rock Wealth Advisors.

ITEM 11: Code of Ethics

We have adopted a Code of Ethics that governs a number of potential conflicts of interest we have when providing our advisory services to you. This Code of Ethics is designed to ensure we meet our fiduciary obligation to you, our Client (or Prospective Client) and to drive home a Culture of Compliance within our firm and complies with SEC rule 204A-1. An additional benefit of our Code is to detect and prevent violations of securities laws, including our obligations we owe to you. Our Code is comprehensive, is distributed to each employee at the time of hire, and annually thereafter (if there are changes). We also supplement the Code with annual training and on-going monitoring of employee activity.

Our Code includes the following:

- Our fiduciary duty to you;
- Requirements related to the confidentiality of your information;
- Prohibitions on:
 - Insider trading (if we are in possession of material, non-public information),
 - Engaging in certain transactions, and
 - The acceptance of gifts;
- Pre-clearance of employee and firm transactions;
- Reporting (on an on-going and quarterly basis) all personal securities transactions (what we call "reportable securities" as mandated by regulation);and
- On an annual basis, we require all employees to re-certify receipt of our Code, submit a complete report of securities holdings and on a monthly basis to submit copies of all statements reflecting personal securities transactions in reportable securities.

Our Code does not prohibit personal trading by employees. Our Code prohibits our representatives from buying or selling securities for their personal portfolios when their decision is substantially derived, in whole or part, by reason of their affiliation with us, unless the information is also available to the investing public through a reasonable inquiry.

You may request a complete copy of our Code by contacting us at the address, telephone or email on the cover page of this brochure.

ITEM 12:Brokerage Practices

Generally, we do not utilize the services of brokers in connection with our provision of investment management services to the Private Funds. For Alts Strategies, clients of

Spouting Rock may use any broker-dealer in connection with their accounts. To the limited extent that we engage in transactions other than investments with investment managers, we have the authority to determine the financial intermediaries to be used in connection with the transactions and to negotiate the amount of commission or other compensation to be paid to such intermediary. We negotiate such compensation on a case-by-case basis and do not seek to obtain products, research or other services, other than transactional services, from such intermediaries.

For MF Strategies, clients of Spouting Rock may use any broker-dealer in connection with their accounts; however, Spouting Rock typically recommends the use of Hancock Securities Group LLC, Member FINRA, SIPC (CRD# 103260), an affiliate of Hancock Investment Advisors that performs administrative and other non-investment services for Spouting Rock. Hancock Securities has a past track record of obtaining competitive pricing with timely and accurate execution of trades. We will take into account a number of factors when choosing intermediaries. These factors include, among other things, commission rates and other transactional charges, the intermediary's financial strength, stability, responsibility, reputation, reliability, responsiveness, ability to execute trades, the availability of stocks to borrow for short trades, willingness to execute related or unrelated difficult transactions, efficiency of execution, and error resolution. Accordingly, transactions may not always be executed at the lowest available price or commission. We do not receive soft dollar benefits.

ITEM 13 : Review of Accounts

On a monthly or quarterly basis, we review the performance of the Funds and client accounts by analyzing performance and transparency reports and initiating conference calls with fund managers. On an annual basis, we conduct either an onsite visit or comprehensive conference call with fund managers to review holdings, portfolio level changes, personnel updates and asset flows. We will also review audited financial statements and operations.

ITEM 14: Client Referrals and Other Compensation

We do not receive any compensation or other economic benefit from a third party for providing investment advice or products to the Funds. We do not enter into solicitation agreements with individuals to refer potential advisory clients to us.

ITEM 15: Custody

We do not have custody of any of the Private Fund's assets. We do not have custody of any of the assets in the Alt Strategies or MF Strategies.

ITEM 16 : Investment Discretion

We have full discretionary authority over the Funds' investments. Clients may hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission. Our discretionary authority includes the ability to do the following without contacting the client:

- determine the security to buy or sell;
- determine the amount of the security to buy or sell; and/or
- determine the broker-dealer to be used for the purchase or sale of securities for a client's account.

Clients give us discretionary investment authority when they sign a discretionary Advisory Agreement with our firm, and they may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions.

ITEM 17: Voting Client Securities (i.e., Proxy Voting)

We do not vote proxies.

ITEM 18: Financial Information

We are not aware of any circumstance that would be reasonably likely to impair our ability to meet our contractual commitments to our clients.

ITEM 19: Requirements for State Registered Advisers

It is noted that Spouting Rock Wealth Advisors is an SEC registered investment adviser, thus this section is not applicable.

ITEM 1: Cover Page

PART 2B-Form ADV “Brochure Supplement”

SPOUTING ROCK WEALTH ADVISORS, LLC

5 Radnor Corporate Center
100 Matsonford Road, Suite 441
Radnor, PA 19087

(610) 788-2128

Date of Brochure:
November 13, 2014

This brochure supplement provides information about Erich Hickey, Jeremy Tennenbaum, Thomas Quinn, Jackson Andrews and Blakely Page that supplements the Spouting Rock Wealth Advisors, LLC brochure. You should have received a copy of that brochure. Please contact Erich Hickey, CIO, ehickey@spoutingrockconsult.com if you did not receive Spouting Rock Wealth Advisors, LLC’s brochure or if you have any questions about the contents of this supplement.

Additional information about Erich Hickey, Jeremy Tennenbaum, Blakely Page, Thomas Quinn and Jackson Andrews is available on the SEC’s website at www.adviserinfo.sec.gov

Item 2: Educational Background and Business Experience

Name: Erich Hickey

Year of Birth:1977

Formal education after high school:

- BS, Biology, Davidson College-1999
- Attained the CFA Designation in 2003

Business Background:

- Spouting Rock Wealth Advisors President –3/2009 to Present
- Viking Investment Group, a single family office, Director of Investments 2/2004-3/2009

Item 3: Disciplinary Information

There is no reportable legal or disciplinary event for Erich Hickey

Item 4: Other Business Activities

No information is applicable to this item

Item 5: Additional Compensation

No information is applicable to this item

Item 6: Supervision

The investment related professionals at Spouting Rock Wealth Advisors, LLC work together on virtually all relationships and investment related activity is approved by the team members associated with the relationship. Clients may contact Erich Hickey at 484-253-1213 and all employees can be reached at 484-253-1212.

Item 7: Requirements for State Registered Advisers

Not applicable.

Item 2: Educational Background and Business Experience

Name: Thomas Quinn

Year of Birth:1978

Formal education after high school:

- BA, Economics, Ursinus College-2000
- MA, Economics, Temple University-2004
- Attained the CFA Designation in 2004

Business Background:

- Spouting Rock Wealth Advisors, CIO –October 2013 to Present
- Spouting Rock Wealth Advisors, Director of Research –7/2009 to October 2013
- Viking Investment Group, a single family office, Senior Vice President, 01/2007 to 07/2009
- The Glenmede Trust Company, Investment Officer –05/2000 to 12/2006

Item 3: Disciplinary Information

There are no reportable legal or disciplinary event for Thomas Quinn

Item 4: Other Business Activities

No information is applicable to this item

Item 5: Additional Compensation

No information is applicable to this item

Item 6: Supervision

As President, Erich Hickey, directly supervises Thomas Quinn. The investment related professionals at Spouting Rock Wealth Advisors, LLC work together on virtually all relationships and investment related activity is approved by the team members associated with the relationship. Clients may contact Thomas Quinn at 484-253-1214 and all employees can be reached at 484-253-1212.

Item 7: Requirements for State Registered Advisers

Note applicable.

Item 2: Educational Background and Business Experience

Name: Jeremy Tennenbaum

Year of Birth: 1954

Formal education after high school:

- BA, Politics, Princeton University-1976
- SM, Finance, Sloan School of Management, Massachusetts Institute of Technology-1986

Business Background:

- Spouting Rock Wealth Advisors, Chairman–5/2012 to Present
- Chief Financial Officer, Altman Foundation –5/2012 to Present
- Spouting Rock Wealth Advisors CEO –12/2009 to 5/2012
- JT Advisors, CEO 03/2009 to 12/2009
- Arlon Group, Chief Investment Officer, 11/2005 to 03/2009

Item 3: Disciplinary Information

There are no reportable legal or disciplinary events for Jeremy Tennenbaum

Item 4: Other Business Activities

Jeremy is a partner with Saber Partners, a boutique advisory firm that works with public utility commissions on utility financials and provides expert witness testimony on auction rate securities. Jeremy is also the Chief Financial Officer for the Altman Foundation, a New York based non-profit organization.

Item 5: Additional Compensation

As the Chief Financial Officer at the Altman Foundation, Jeremy receives a salary and other salary related benefits.

Item 6: Supervision

As Chairman, Jeremy Tennenbaum, does not have a direct supervisor. The investment related professionals at Spouting Rock Wealth Advisors, LLC work together on virtually all relationships and investment related activity is approved by the team member associated with the relationship. Clients may contact Jeremy Tennenbaum at 917-562-7839 and all employees can be reached at 484-253-1212.

Item 7: Requirements for State Registered Advisers

Not applicable.

Item 2: Educational Background and Business Experience

Name: Blakely Page

Year of Birth: 1974

Formal education after high school:

- BA, International Studies, Southern Methodist University-1996
- FINRA Series 7, 24, 63, and 79 licenses

Business Background:

- Spouting Rock Wealth Advisors, Managing Member – 3/2009 to Present

Item 3: Disciplinary Information

There are no reportable legal or disciplinary events for Blakely Page

Item 4: Other Business Activities

Blakely is a registered representative and Managing Member of Spouting Rock Capital Advisors, LLC (“SRCA”) a registered broker/dealer and member of the SIPC. Blakely conducts capital raising business and consulting business through SRCA and he receives all of his compensation from his activities with SRCA.

Item 5: Additional Compensation

No information is applicable to this item

Item 6: Supervision

As President, Erich Hickey, directly supervises Blakely Page regarding his activities related to Spouting Rock Wealth Advisors. Blakely has no investment duties or authority to make investment decisions for clients of Spouting Rock Wealth Advisors. His role with Spouting Rock Wealth Advisors is simply in a marketing capacity and he receives no direct compensation for such activities. Clients may contact Blakely Page at 610-788-2128 and all employees can be reached at 484-253-1212.

Item 7: Requirements for State Registered Advisers

Not applicable.

Item 2: Educational Background and Business Experience

Name: Jackson Andrews

Year of Birth: 1982

Formal education after high school:

- BA, Government, Centre College -2004
- FINRA Series 7 and 66 Licenses
- Attained the CAIA (Chartered Alternative Investment Analyst) Designation in 2011

Business Background:

- Spouting Rock Wealth Advisors, Managing Director –10/2012 to Present
- Legg Mason, Member of Client Solutions Advisory Council –09/2012 to Present
- Barlow Associates at Merrill Lynch, Financial Advisor –11/2010 to 08/2013
- Atlas Brown (A Multi-Family Office), Senior Analyst –01/2006 to 11/2010
- J.J.B. Hillard, W.L. Lyons, Mutual Fund Trader & Various Roles –06/2001 to 12/2005

Item 3: Disciplinary Information

There are no reportable legal or disciplinary events for Jackson Andrews.

Item 4: Other Business Activities

Jackson is a registered representative of Spouting Rock Capital Advisors, LLC (“SRCA”) a registered broker/dealer and member of the SIPC. Jackson conducts capital raising business and consulting business through SRCA.

Item 5: Additional Compensation

No information is applicable to this item

Item 6: Supervision

As President, Erich Hickey, directly supervises Jackson Andrews regarding his activities related to Spouting Rock Wealth Advisors. The investment related professionals at Spouting Rock Wealth Advisors, LLC work together on virtually all relationships and investment related activity is approved by the team members associated with the relationship. Clients may contact Jackson Andrews at 502-812-1363 and all employees can be reached at 484-253-1212

Item 7: Requirements for State Registered Advisers

Not applicable.