

# *Capital Wealth Planning, LLC*

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*This disclosure brochure provides clients with information about the qualifications and business practices of Capital Wealth Planning, LLC, an independent investment advisory firm registered with the United States Securities and Exchange Commission ("SEC"). It also describes the services Capital Wealth Planning, LLC provides as well as background information on those individuals who provide investment advisory services on behalf of Capital Wealth Planning, LLC. Please contact Jeffrey A. Carney, Chief Compliance Officer of Capital Wealth Planning, LLC at 239-593-2100 if you have any questions about the contents of this disclosure brochure.*

*The information in this disclosure brochure has not been approved or verified by the SEC or by any state securities authority. Registration with the SEC does not imply that Capital Wealth Planning, LLC or any individual providing investment advisory services on behalf of Capital Wealth Planning, LLC possess a certain level of skill or training. Additional information about Capital Wealth Planning, LLC is available on the Internet at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for Capital Wealth Planning, LLC is 150764.*

**MATERIAL CHANGES**

There have been no material changes since April 1, 2013, the date when Capital Wealth Planning, LLC last updated its Form ADV Part 2A disclosure statement.

## CAPITAL WEALTH PLANNING, LLC

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## **Item 4 - ADVISORY BUSINESS**

### **Our Company**

Capital Wealth Planning, LLC is a privately-held Florida limited liability company that has been registered with the SEC since June 2009. Throughout this disclosure brochure, Capital Wealth Planning, LLC is referred to as "CWP."

The principal owners of CWP are Kevin G. Simpson and Joanna Irons.

### **Our Services**

CWP provides investment advisory services, defined as giving continuous advice to individuals or making investments for a client based on the individual needs of the client. Through personal discussions, during which a client's goals and objectives are established, CWP and the client determine the client's risk profile and investment guidelines. Investments are made based on the individual risk tolerance of the client. Investment advisory services will be provided on a discretionary basis, wherein the client gives CWP full authority to manage the client's assets in accordance with what CWP deems to be in the client's best interest.

Clients will have the opportunity to place restrictions on the types of investments which will be made on the client's behalf. Clients will retain individual ownership of all securities.

CWP provides discretionary and non-discretionary investment advisory services under the following investment program:

#### Option Trading Program

The Option Trading Program is designed for those clients whose investment objective is to seek total return. Under this program, CWP will construct a client's portfolio using a diversified portfolio consisting of primarily exchange traded funds ("ETFs") or dividend paying stocks, including inverse exchange traded funds and index exchange traded funds. CWP will emphasize securities on which exchange traded call options are currently available.

CWP's trading strategy under the Option Trading Program focuses on the creation of cash flow primarily from writing (selling) covered call options<sup>1</sup> on some or all of the portfolio's holdings. Any client who is willing to generate income in exchange for assuming the obligation or risk of selling an equity position at a specified price – generally at a price slightly higher to moderately higher than where the ETF or stock is currently trading – is a candidate for this strategy. In constructing a client's

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<sup>1</sup> A covered call position is when you sell calls against your long stock position. The strategy is coined "covered call" because as an option seller you are "covered" or protected because of your long position. When you write a covered call, you own the stock and receive a premium for every share "covered" by this contract. However, you also are required to deliver the shares that are "covered" if the option is exercised and your shares are assigned.

portfolio, CWP may also utilize an inverse exchange traded fund to reduce the portfolio's exposure to market risk and volatility. CWP may also write call options on the inverse exchange traded fund.

#### Option Overwrite For Individual Equities

The client gives trading authority to CWP and indicates the name of the stock and the number of shares that will be in the CWP Overwrite program. Many clients choose to contribute only a certain percentage of their shares to the program.

CWP monitors all open option positions on an ongoing basis and continually seeks to maximize income enhancement from the concentrated positions. As the underlying stocks move with the market, CWP periodically analyzes all overwrite call positions to allow our clients to participate partially in up-trends. As the stocks approach CWP's "strike prices," it can sell the shares or roll-up the options and adjust our targets.

The stock market, in general, is very dynamic and CWP's strategy seeks to respond to market moves in a systematic and disciplined manner. If the stock in the program price advances sufficiently before expiration, CWP will buy back our close-to-the-money outstanding options back and simultaneously sell a larger number of new higher strike price contracts. The new quantity is mathematically determined to effectively roll the position. If the stock continues, the close-to-the-money options are again re-purchased and incrementally more contracts are ladder up to attempt to protect the shares.

Conversely, if the stock price declines, the outstanding options are repurchased for a profit and in a future trade, a smaller number of new, lower strike price options will be sold. This is where covered call selling provides the most value. Ultimately, CWP is trying to lessen the volatility and produce a modest income stream.

#### **Our Assets Under Management**

As of October 1, 2013, the total amount of client assets managed by CWP is approximately \$354,000,000 all of which is discretionary.

## **Item 5 - FEES AND COMPENSATION**

### **Options Trading Program**

The annual asset-based fee for the Option Trading Program is charged as a percentage of assets under management and will not exceed 1.75% of the value of the portfolio. Clients are billed quarterly in arrears. The asset-based fee will be based on value of the client's account as of the last day of the prior calendar quarter. For the first billing quarter, if an account is not opened at the beginning/end of a quarter, the asset-based fee will be based upon a pro-rata calculation of the aggregate market value of the client's assets under management. Details of the asset-based fee charged are more fully described in the advisory agreement entered into with the client.

### **Important Additional Information**

#### Fees Negotiable

CWP retains the right to modify fees, in its sole and absolute discretion, on a client-by-client basis based on the size, complexity and nature of the option trading activity.

#### Direct Debiting of Client Accounts

Advisory fees may be directly debited from a client account only if the client provides written authorization permitting CWP's fees to be paid directly from the client's account held by an independent custodian and the custodian agrees to send to the client a statement, at least quarterly, indicating all amounts disbursed from the account including the amount of advisory fees paid directly to CWP.

#### Deposits/Withdrawal Information

Asset deposits by a client into an Option Trading Program account during the quarter will result in a pro-rate fee being billed to the client's account due to the efforts of CWP to execute new option contracts with the additional assets based on the client's current option strategy, the option position (writing calls or puts) and availability of the type, class and services of option desired.

Any withdrawal from an Option Trading Program account is discouraged if such activity in making the withdrawal requires CWP to exercise an option contract "out-of-the-money" resulting in a loss to the client's account. CWP will make no fee adjustments for partial withdrawals within a billing period regardless of the amount.

#### Termination of Client Relationship

A client has the right to terminate an investment advisory agreement without penalty within five (5) business days after entering into such agreement.

A client agreement for the Option Trading Program may be canceled at any time, by either party, for any reason upon thirty (30) days' prior written notice. This will permit CWP sufficient time to finalize transactions, if necessary, and enables the delivery of final statements and release of documents. Upon termination, CWP shall retain the management fee earned from the beginning of the current quarter through the date of termination and any balance of the management fee paid in advance will be refunded on a pro-rata basis.

### Trading and Other Costs

All fees paid to CWP for investment advisory services are separate and distinct from transaction fees charged by broker dealers associated with the purchase and sale of equity securities and options. In addition, fees do not include the services of any co-fiduciaries, accountants, broker dealers or attorneys.

## **Item 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

CWP does not accept performance-based fees (e.g., fees based on a share of capital gains on or capital appreciated of the assets in a client's account).

## **Item 7 - TYPES OF CLIENTS**

CWP provides investment advisory services to individuals (including high net worth individuals), pension and profit sharing plans, trusts, estates or charitable organizations, corporations or other business entities (on a sub-advisory basis).

### **Engaging the Services of CWP**

All clients wishing to engage CWP for investment advisory services must complete CWP's investment advisory agreement, investor questionnaire as well as any other document or questionnaire provided by CWP. The investment advisory agreement describes the services and responsibilities of CWP to the client. It also outlines CWP's fee in detail. In addition, clients must complete certain broker-dealer/custodial documentation. Upon completion of all these documents, CWP will be considered engaged by the client. Clients are responsible for ensuring that CWP is informed in a timely manner of changes in their investment objectives and risk tolerance.

### **Conditions for Managing Accounts**

CWP requires new clients have a minimum account of \$100,000. CWP may reduce or waive this minimum account size.

## **Item 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### **Types of Investments**

Investment advice may be offered on any investments held by a client at the start of the advisory relationship. In addition, advice will be given (but not necessarily recommendations) on all types of equity securities, exchange traded funds (ETFs) and option contracts on equity securities and ETFs.

### **Investment Strategies**

CWP may utilize different investment strategies, based upon the needs of the client, including which include long-term purchases, short-term purchases, trading, as well as option writing, including covered options.

### **Security Analysis**

The security analysis methods employed by CWP are charting, fundamental, technical analysis.

### **Sources of Information**

In conducting security analysis, CWP may utilize the following sources of information: financial newspapers and magazines, research materials prepared by others, annual reports, prospectuses and press releases.

### **Risk**

#### In General

Investing in securities involves risk of loss that each client should be prepared to bear. Typical investment risks include market risk typified by a drop in a security's price due to a company specific event (e.g. unsystematic risk), or general market activity (e.g., systematic risk). In addition, certain strategies may impose more risk than others. For example, with fixed income securities, a period of rising interest rates could erode the value of bond since bond values generally fall as bond yields rise. Investment risk with international equities also includes fluctuation in currency values, differences in accounting and economic and political instability. Depending upon the client need and investment mandate, CWP will attempt to thoroughly explain the applicable risks.

#### Exchange Traded Funds (ETFs)

Equity-based exchange traded funds are subject to risks similar to those of stocks. If the stock tracked within an ETF decline due to weakening fundamentals, crumbling technical support, global events, or any other market fluctuations, the value of the ETF will go down. Fixed income-based ETFs are subject to risks similar to those of bonds such as increasing interest rates. Investment returns will fluctuate and are



subject to market volatility, so that an investor's ETF shares, when redeemed or sold, may be worth more or less than their original cost.

### Options

The actual income from the strategy will depend, to a large extent, on the “target price” of the underlying stock. Therefore, the amount of incremental cash yield is predominantly determined by investors’ individual risk tolerances and willingness to sell the concentrated security.

Covered call writing can provide limited downside protection. It does not, however, eliminate downside risks. Options involve risk and are not suitable for all investors. Prior to opening an account with CWP, clients are required to understand the risks associated with the purchase or sale of options by receiving the Options Clearing Corporation (“OCC”) Publication, “Characteristics and Risks of Standardized Option Trading.”

An option writer may be assigned an exercise at any time during the period the option is exercisable. Starting with the day it is purchased, an American-style option is subject to being exercised by the option holder at any time until the option expires. This means that the option writer is subject to being assigned an exercise at any time after he has written the option until the option expires or until he has closed out his position in a closing transaction.

An assigned writer may not receive notice of the assignment until one or more days after the assignment has been made by the OCC. Once an exercise has been assigned to a writer of the option, the writer may no longer close out the assigned position in a closing purchase transaction, whether or not he has received notice of the assignment. In that circumstance, an attempted closing purchase would be treated as an opening purchase transaction.

If an option that is exercisable is in the money, the option writer can anticipate that the option will be exercised, especially as expiration approaches. Once the writer is assigned an exercise, the assigned writer must deliver (in the case of a call) or purchase (in the case of a put) the underlying interest (or pay the cash settlement amount in the case of an in the money case-settled option). The consequence of being assigned an exercise depends upon whether the writer of a call is covered or uncovered, as discussed below.

The writer of a covered call forgoes the opportunity to benefit from an increase in the value of the underlying interest above the option price, but continues to bear the risk of a decline in the value of the underlying interest. Unlike a holder of the underlying interest who has not written a call against it, the covered call writer has (in exchange for the premium payment) given up the opportunity to profit from an increase in the value of the underlying interest above the exercise price. If he is assigned an exercise, the net proceeds that he realizes from the sale of the underlying interest pursuant to the exercise could be substantially below its prevailing market price. While CWP takes considerable care in reducing the possibility of having shares called away, there can be no guarantee that the owner of

the call option will not exercise the option prior to CWP's repurchase of the sold option.

CWP does not engage in naked or uncovered call or put writing and the foregoing is simply meant for illustrative purposes. The writer of an uncovered call is in an extremely risky position and may incur large losses if the value of the underlying interest increases above the exercise price. The potential loss is unlimited for the writer of an uncovered call. When a physical delivery uncovered call is assigned an exercise, the writer will have to purchase the underlying interest in order to satisfy his obligation on the call, and his loss will be the excess of the purchase price over the exercise price of the call reduced by the premium received for writing the call. (In the case of a cash-settled option, the loss will be the cash settlement amount reduced by the premium.) Anything that may cause the price of the underlying interest to rise dramatically, such as a strong market rally or the announcement of a merger or tender offer for an underlying stock at a price that is substantially above the prevailing market price, can cause large losses for an uncovered call writer.

Although the rules of the options markets establish exercise cut-off times by which exercise instructions of expiring options must be received by the brokerage firms from their customers, OCC must accept all exercises which it receives before expiration, even if those exercises are filed with OCC in violation of an options market's rules. Accordingly, there is a risk that an option writer will be assigned an exercise that is made based on news that is published after the established exercise cut-off time and that the writer may not have an effective remedy to compensate for the violation of the options market's rules.

If a trading market in an option should become unavailable, or if the writers of the option are otherwise unable to engage in closing transactions, the writers of that option would remain obligated until expiration or assignment.

There are numerous risks associated with transactions in options on securities or securities indexes. A decision as to whether, when and how to use options involves the exercise of skill and judgment, and even a well-conceived transaction may be unsuccessful to some degree because of market behavior or unexpected events. As the writer of covered call options on ETFs, the client forgoes, during the option's life, the opportunity to profit from increases in the market value of the underlying security or the index above the sum of the option premium received and the exercise price of the call, but has retained the risk of loss, minus the option premium received, should the price of the underlying security decline. In the case of index options, the client incurs basis risk between the performance of the underlying portfolio and the performance of the underlying index. For example, the underlying portfolio may decline in value while the underlying index may increase in value, resulting in a loss on the call option while the underlying portfolio declines as well.

To implement the Option Trading Program most effectively, CWP may conduct a portion of client's option activity in the Over-The-Counter (OTC) market. OTC options involve risk that the issuer or counterparty will fail to perform its contractual obligations. Participants in these markets are typically not subject to the same credit evaluation and regulatory oversight as are members of "exchanged-

based” markets. Options traded in OTC markets will not be issued, guaranteed or cleared by the Options Clearing Corporation. By engaging in option transactions in these markets, a client may take a credit risk with regard to parties with which it trades and also may bear the risk of settlement default.

Prior to any option trading activity, a client will be required to complete a risk tolerance questionnaire. In addition, CWP will fully explain how the Option Trading Program works. In addition, each client will receive the “Characteristics and Risks of Standardized Options” written and published by the Options Clearing Corporation and available at the web site of the Chicago Board Options Exchange ([www.cboe.com](http://www.cboe.com)). It is mutually agreed and understood between CWP and the client, that the client has read this document prior to engaging CWP to perform option-trading activity.

### **Option Overwrite**

- It is important that the prospective client understands the main risk of the program – there will be an opportunity cost if the stock appreciates beyond the Strike Price and the underlying stocks may be called away resulting in unwanted tax implications.
- It may be difficult to achieve the projected annual income if the stock price declines significantly from its current level.
- We also discuss the ways an investor can raise or lower their Strike Price, and the implications of such actions.
- While CWP takes considerable care in reducing the possibility of having shares called away, there can be no guarantee that the owner of the call option will not exercise the option prior to CWP’s repurchase of the sold option.

The actual income from the strategy will depend, to a large extent, CWP’s “target price” of the underlying stock. Therefore, the amount of incremental cash yield is predominantly determined by investors’ individual risk tolerances and willingness to sell the concentrated security.

Covered call writing can provide limited downside protection. It does not, however, eliminate downside risks. Options involve risk and are not suitable for all investors. Prior to opening an account with CWP, clients are required to understand the risks associated with the purchase or sale of options by receiving the OCC Publication, “Characteristics and Risks of Standardized Option Trading.” Copies of this document may be obtained by your Financial Advisor or the OCC, 440 LaSalle, Suite 2400, Chicago, IL 60605 or at [www.optionsclearing.org](http://www.optionsclearing.org).

Performance history is not available for the Overwrite Program as a composite does not exist. The strategy is applied to a client's existing holdings and CWP is not involved in the selection of the underlying stock positions. As such, performance for each client may vary significantly.

*The risks explained above are not intended to be a complete list of the risks involved in option trading. Please contact Jeffrey A. Carney, Chief Compliance Officer of CWP, at (239) 290-4351 if you have additional questions.*

### **Cash Management**

Cash is held in money market funds.

### **Item 9 - DISCIPLINARY HISTORY**

CWP is required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Kevin Simpson, the Managing Member and portfolio manager of CWP, initially had his license as an "investment adviser representative" denied in the fall of 2010 by the State of Florida. The reasons given by Florida's Department of Financial Regulation primarily had to do with failure of Mr. Simpson to apply for and obtain a license from Florida prior to doing business from there. This occurred due to a technicality in the delay in the filing of Mr. Simpson's fingerprint card. At all times, however, CWP was licensed to do business as an SEC-registered investment adviser in the State of Florida. Other reasons had to do with omitting information on a filing and surrounding the tax free 1035 exchange of one annuity to another by a single client involving a signature medallion. Mr. Simpson timely filed an appeal of this decision, in which he denied all the allegations against him.

To avoid the high cost of litigation and possible uncertainty of the same, Mr. Simpson settled with the State of Florida's Office of Financial Regulation by executing a Stipulation and Consent Agreement and Registration Agreement calling for certain limitations on his registration for a period of eighteen months, i.e., no incentive fees, approval of all new accounts and not engaging in prohibited business practices in violation of Florida law, etc. That eighteen month period has already ended. As part of the foregoing, Mr. Simpson provided a credit to certain clients during a twelve month period against advisory fees in an amount exceeding five figures and paid a fine exceeding five figures to the State of Florida.

### **Item 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

CWP may act as a sub-adviser to other registered investment advisers. The services provided to these other sub-advisers are the same as provided under the Option

Trading Program, provided, however, that in selected situations, it may be the other investment adviser and not CWP that selects the ETFs for the portfolio.

## **Item 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

### **Code of Ethics**

CWP has adopted a Code of Ethics to prevent violations of federal securities laws. The Code of Ethics is predicated on the principle that CWP and its employees owe a fiduciary duty to its clients. Accordingly, CWP expects all employees to act with honesty, integrity and professionalism and to adhere to federal securities laws. CWP and its employees are required to adhere to the Code of Ethics. At all times, CWP and its employees must (i) place client interests ahead of CWP's; (ii) engage in personal investing that is in full compliance with CWP's Code of Ethics; and (iii) avoid taking advantage of their position. Clients and prospective clients may request a copy of CWP's Code of Ethics by contacting Jeffrey A. Carney, Chief Compliance Officer of CWP, at (239) 593-2100.

### **Participation or Interest in Client Transactions**

CWP or individuals associated with CWP may buy, sell, or hold in their personal accounts the same securities that CWP recommends to its clients and in accordance with CWP's internal compliance procedures. Such trades will occur simultaneously with or after trades placed on behalf of clients.

To minimize conflicts of interest, and to maintain the fiduciary responsibility CWP has for its clients, CWP has established the following policy: An officer, director, or employee of CWP shall not buy or sell securities for a personal portfolio when the decision to purchase is substantially derived, in whole or in part, by reason of employment with CWP, unless the information is also available to the investing public on reasonable inquiry. No person associated with CWP shall prefer his or her own interest to that of any client. Personal trades in securities being purchased or sold for clients may be effected simultaneously with or after trades are affected for clients. CWP personnel may not anticipate trades to be placed for clients.

## **Item 12 - BROKERAGE PRACTICES**

### **Broker Selection**

#### Best Execution

Best execution has been defined by the SEC as the "execution of securities transactions for clients in such a manner that the client's total cost or proceeds in each transaction is the most favorable under the circumstances." The best execution responsibility applies to the circumstances of each particular transaction and an investment adviser must consider the full range and quality of a broker-dealer's

services, including, among other things, execution capability, commission rates, the value of any research, financial responsibility and responsiveness.

In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while CWP will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client transactions.

### Broker Analysis

CWP evaluates a wide range of criteria in seeking the most favorable price and market for the execution of transactions. These include the broker-dealer's trading costs, efficiency of execution and error resolution, financial strength and stability, capability, positioning and distribution capabilities, information in regard to the availability of securities, trading patterns, statistical or factual information, opinion pertaining to trading and prior performance in serving CWP.

Also in consideration is such broker-dealers' provision or payment of the costs of research and other investment management-related services (the provisional payment of such costs by brokers are referred to as payment made by "soft dollars", as further discussed in the "Research/Soft Dollars Benefits" section immediately below). Accordingly, if CWP determines in good faith that the amount of trading costs charged by a broker-dealer is reasonable in relation to the value of the brokerage and research or investment management-related services provided by such broker, the client may pay trading costs to such broker in an amount greater than the amount another broker might charge.

CWP's President and Chief Compliance Officer are responsible for continuously monitoring and evaluation the performance and execution capabilities of brokers that transact orders for our client accounts to ensure consistent quality executions. In addition, CWP periodically reviews its transaction costs in light of current market circumstances and other relevant information.

### Research/Soft Dollar Benefits

CWP uses Charles Schwab & Co.'s, Schwab Institutional (Schwab Institutional) service. There is no direct link between CWP's use of Schwab Institutional and the investment advice it gives to its clients, although CWP receives economic benefits through its participation in the program that are typically not available to Schwab Institutional retail investors.

As a user of Schwab Institutional, Schwab makes available to CWP other products and services that benefit CWP, but may not benefit its clients' accounts. Some of these other products and services assist CWP in managing and administering clients' accounts, including:

- Receipt of duplicate client confirmations and bundled duplicate statements;
- Access to a trading desk serving Schwab Institutional participants exclusively;
- Access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts;
- Ability to have investment advisory fees deducted directly from client account;
- Access, for a fee, to an electronic communication network for client order entry and account information;
- Receipt of compliance publications; and
- Access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors.

Schwab Institutional also makes available to CWP other services intended to help CWP manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, Schwab Institutional may make available, arrange and/or pay for these types of services rendered to CWP by independent third parties.

Additional benefits received because of CWP's use of Schwab Institutional may depend upon the amount of transactions directed to, or amount of assets custodied by, Charles Schwab & Co., Inc. CWP is required to maintain a minimum level of client assets with Schwab Institutional to avoid a quarterly service fee. While as a fiduciary CWP endeavors to act in its clients' best interests, CWP's recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to CWP of the availability of some of the foregoing products and services and not solely on the nature cost or quality of custody and brokerage provided by Schwab which may create a conflict of interest.

## **Directed Brokerage**

### CWP Directed Brokerage

CWP does not have the discretionary authority to determine the broker-dealer to be used. Clients in need of brokerage will have Charles Schwab & Co., Inc. Institutional Services Group ("Schwab") recommended to them. While there is no direct linkage between the investment advice given and usage of Schwab, economic benefits are received which would not be received if CWP did not give investment advice to clients (please see additional disclosures in the "Research/Soft Dollars Benefits" section directly above). CWP does not participate in any transaction fees or commissions paid to the broker dealer or custodian and does not receive any fees or

commissions for the opening or maintenance of client accounts at recommended brokers.

Not all investment advisers require their clients to direct brokerage. CWP is required to disclose that by directing brokerage, CWP may not be able to achieve most favorable execution of client transactions and this practice may cost clients more money.

#### Client Directed Brokerage

Certain clients may direct CWP to use particular brokers for executing transactions in their accounts. With regard to client directed brokerage, CWP is required to disclose that CWP may be unable to negotiate commissions, block or batch orders or otherwise achieve the benefits described above, including best execution. Directed brokerage commission rates may be higher than the rates CWP might pay for transactions in non-directed accounts. Therefore, directing brokerage may cost clients more money. CWP reserves the right to decline acceptance of any client account that directs the use of a broker dealer if CWP believes that the broker dealer would adversely affect CWP's fiduciary duty to the client and/or ability to effectively service the client portfolio.

As a general rule, CWP encourages each client to compare the possible costs or disadvantages of directed brokerage against the value of custodial or other services provided by the broker to the client in exchange for the directed brokerage designation.

#### **Trade Aggregation/Allocation**

It is the objective of CWP to provide a means of allocating trading and investment opportunities between advisory clients on a fair and equitable basis and in compliance with all applicable state and federal guidelines. With respect to clients' accounts with substantially similar investment objectives and policies, CWP may often seek to purchase or sell a particular security in each account. CWP will aggregate orders only when such aggregation is consistent with CWP's duty to seek best execution and is consistent with the investment objective of each client. No client account will be unfairly favored over any other account. Each client that participates in an aggregated order will participate based on the average execution price in that particular security. All transaction costs will be allocated pro rata based on each client's participation in the transaction. All securities purchased or sold, whether the order is filled completely or partially, will then be allocated pro rata based on the assets of each account.

#### **Trade Errors**

Errors created in an advisory account must be corrected so as not to harm any client. The goal of error correction is to make the client "whole", regardless of the cost to CWP.



**Item 13 - REVIEW OF ACCOUNTS**

Each account will be reviewed by Kevin G. Simpson, President of CWP, as contracted for with the client at the inception of the advisory relationship. Accounts are reviewed in the context of each client's investment objectives and guidelines, ensuring that the structure of the portfolio is coordinated with these objectives. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

Clients will receive monthly statements directly from the custodian. Confirmation statements will be issued by the custodian for all trading activity.

**Item 14 - CLIENT REFERRALS AND OTHER COMPENSATION**

CWP does not receive any economic benefits (e.g., sales incentives, prizes) from non-clients for providing investment advice.

From time to time, CWP may retain solicitors to refer clients to CWP. If a client is introduced to CWP by either an unaffiliated or an affiliated solicitor, CWP may pay that solicitor a referral fee in accordance with the requirements of the Investment Advisers Act of 1940, as amended, and any corresponding state securities law requirements. Any such referral fee shall be paid solely from CWP's management fee, and shall not result in any additional charge to the client. If the client is introduced to CWP by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of their solicitor relationship, and shall provide each prospective client with a copy of CWP's written disclosure statement as same is set forth in this Disclosure Brochure, together with a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between CWP and the solicitor, including the compensation to be received by the solicitor from CWP. Any affiliated solicitor of CWP shall disclose the nature of their relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of CWP's written disclosure statement as same is set forth in this Disclosure Brochure.

**Item 15 - CUSTODY**

Custody of client assets will be maintained with the independent custodian selected by the client. CWP will not have physical custody of any assets in the client's account except as permitted for payment of advisory fees. Clients will be solely responsible for paying all fees or charges of the custodian. Clients will authorize CWP to give the custodian instructions for the purchase, sale, conversion, redemption, exchange or retention of any security, cash or cash equivalent or other investment for the client's account.

Clients will receive directly from the custodian at least quarterly a statement showing all transactions occurring in the client's account during the period covered

by the account statement, and the funds, securities and other property in the client's account at the end of the period. *Clients are urged to carefully review the account statement sent by the broker-dealer/custodian and to compare the account statement provided by the broker-dealer/custodian with any statements provided by CWP.*

#### **Item 16 - INVESTMENT DISCRETION**

CWP requests that it be provided with written authority to determine the amounts of securities that are bought or sold. Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change or amend these limitations as required. All such amendments shall be submitted in writing.

CWP generally has discretionary authority to make the following determinations without obtaining the consent of the client before the transactions are effected: (1) which securities are bought and sold for the account and (2) the total amount of securities to be bought and sold. CWP's authority in making investment related decisions may be limited by account guidelines, investment objectives and trading restrictions, as agreed between CWP and the client.

#### **Item 17 - VOTING CLIENT SECURITIES**

##### **Proxy Voting**

CWP does not vote proxies on behalf of its clients. Therefore, although CWP may provide investment advisory services relative to client investment assets, it is the client that maintains exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceeding or other type events pertaining to the client's investment assets. CWP and/or the client shall correspondingly instruct each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets. Clients can contact Jeffrey A. Carney, Chief Compliance Officer of CWP, at (239) 593-2100 if they have questions regarding a particular solicitation.

##### **Class Action Settlements**

Although CWP may have discretion over client accounts, it will not be responsible for handling client claims in class action lawsuits or similar settlements involving securities owned by the client. Clients will receive the paperwork for such claims directly from their account custodians. Each client should verify with their custodian or other account administrator whether such claims are being made on the client's behalf by the custodian or if the client is expected to file such claims directly.

**Item 18 - FINANCIAL INFORMATION****Prepayment of Fees**

Because CWP does not require or accept prepayment of more than \$1,200 in fees six months or more in advance, CWP is not required include a balance sheet with this disclosure brochure.

**Financial Condition**

CWP does not have any adverse financial conditions to disclose.

**Bankruptcy**

CWP has never been the subject of a bankruptcy petition.

**Item 19 - PRIVACY NOTICE**

CWP views protecting its clients' private information as a top priority and has instituted policies and procedures to ensure that client information is private and secure. CWP does not disclose any nonpublic personal information about its clients or former clients to any nonaffiliated third parties, except as permitted or required by law. In the course of servicing a client's account, CWP may share some information with its service providers, such as transfer agents, custodians, broker-dealers, accountants, and lawyers, etc. CWP restricts internal access to nonpublic personal information about the client to those persons who need access to that information in order to provide services to the client and to perform administrative functions for CWP. As emphasized above, it has always been and will always be CWP's policy never to sell information about current or former clients or their accounts to anyone. It is also CWP's policy not to share information unless required to process a transaction, at the request of a client, or as required by law. For the full text of CWP's Privacy Policy, please contact Jeffrey A. Carney, Chief Compliance Officer of CWP, at (239) 593-2100.

**Item 20 - CLIENT COMPLAINTS**

Clients may contact Jeffrey A. Carney, Chief Compliance Officer of CWP, at (239) 593-2100 to submit a complaint. Written complaints should be sent to Capital Wealth Planning, LLC, 840 111<sup>th</sup> Avenue, Suite 1, Naples, FL 34108.