

Disclosure Brochure

Month XX, 201X

Arrow Wealth, LLC

a Registered Investment Adviser

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This brochure provides information about the qualifications and business practices of Arrow Wealth, LLC (hereinafter "Arrow Wealth"). If you have any questions about the contents of this brochure, please contact Robert Ross at (201) 705-1226. 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 Arrow Wealth, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Arrow Wealth, LLC is an SEC registered investment adviser. Registration does not imply any level of skill or training.

Item 2. Material Changes

This Item discusses only the material changes that have occurred since Arrow Wealth's last annual update. Since this is Arrow Wealth's initial Disclosure Brochure, there are no material changes to report.

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Firm Disclosure Brochure

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Supervised Person Brochure Supplement(s)

Item 4. Advisory Business

Arrow Wealth is an investment adviser providing financial planning, consulting, and investment management services. Prior to engaging Arrow Wealth to provide any of the foregoing investment advisory services, the client is required to enter into one or more written agreements with Arrow Wealth setting forth the terms and conditions under which Arrow Wealth renders its services (collectively the “*Agreement*”). Neither Arrow Wealth nor the client may assign the *Agreement* without the consent of the other party. A transaction that does not result in a change of actual control or management of Arrow Wealth is not considered an assignment.

Arrow Wealth was formed in February 2011. Interim Holdings, LLC is the principal owner of Arrow Wealth.

This disclosure brochure describes the business of Arrow Wealth. Certain sections will also describe the activities of *Supervised Persons*. *Supervised Persons* are any of Arrow Wealth’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on Arrow Wealth’s behalf and is subject to Arrow Wealth’s supervision or control.

Investment Management Services

Clients can engage Arrow Wealth to manage all or a portion of their assets on a discretionary basis. Arrow Wealth’s investment management services typically include a broad range of comprehensive financial planning services. Arrow Wealth primarily allocates clients’ investment management assets among mutual fund, exchange-traded funds (“ETFs”), individual debt and equity securities and/or options in accordance with the investment objectives of the client. In addition, Arrow Wealth may recommend that clients who are “accredited investors” as defined under Rule 501 of the Securities Act of 1933, as amended, invest in private placement securities, which may include debt, equity, and/or pooled investment vehicles when consistent with the clients’ investment objectives. Arrow Wealth also provides advice about any type of investment held in clients’ portfolios.

Arrow Wealth also may render non-discretionary investment management services to clients relative to variable life/annuity products that they may own, their individual employer-sponsored retirement plans, and/or 529 plans or other products that may not be held by the client’s primary custodian. In so doing, Arrow Wealth either directs or recommends the allocation of client assets among the various investment options that are available with the product. Client assets are maintained at the specific insurance company or custodian designated by the product.

Arrow Wealth tailors its advisory services to the individual needs of clients. Arrow Wealth consults with clients initially and on an ongoing basis to determine risk tolerance, time horizon and other factors that may impact the clients’ investment needs. Arrow Wealth ensures that clients’ investments are suitable for their investment needs, goals, objectives and risk tolerance. Arrow Wealth does typically invest client

assets through the use of a model portfolio. Therefore, many of the holdings in clients' accounts will be similar.

Clients are advised to promptly notify Arrow Wealth if there are changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon Arrow Wealth's management services.

This is Arrow Wealth's first disclosure brochure. Therefore, as of the date of this disclosure brochure, the firm has \$0.00 of assets under management.

Additions and Withdrawals to Accounts

Clients may make additions to and withdrawals from their account at any time, subject to Arrow Wealth's right to terminate an account. Clients may withdraw account assets on notice to Arrow Wealth, subject to the usual and customary securities settlement procedures. However, Arrow Wealth designs its portfolios as longer-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives.

Item 5. Fees and Compensation

Arrow Wealth offers its services for fees based upon assets under management.

Investment Management Fee

Arrow Wealth provides investment management services for an annual fee based upon a percentage of the market value of the assets being managed by Arrow Wealth. Arrow Wealth's annual fee is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. Arrow Wealth does not, however, receive any portion of these commissions, fees, and costs. Arrow Wealth's annual fee is prorated and charged quarterly, in advance, based upon the market value of the assets being managed by Arrow Wealth on the last day of the previous quarter/month. The annual fee shall vary (between 0.50% and 1.25%) depending upon the market value of the assets under management and the type of investment management services to be rendered.

Arrow Wealth, in its sole discretion, may negotiate to charge a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, *pro bono* activities, etc.).

Fees Charged by Financial Institutions

As further discussed in response to Item 12 (below), Arrow Wealth generally recommends that clients utilize the brokerage and clearing services of Charles Schwab & Co., Inc. ("*Schwab*") and/or Interactive Brokers LLC ("*Interactive Brokers*") for investment management accounts.

Arrow Wealth may only implement its investment management recommendations after the client has arranged for and furnished Arrow Wealth with all information and authorization regarding accounts with appropriate financial institutions. Financial institutions include, but are not limited to, *Schwab*, *Interactive Brokers*, any other broker-dealer recommended by Arrow Wealth, broker-dealer directed by the client, trust companies, banks, etc. (collectively referred to herein as the "*Financial Institutions*").

Clients may incur certain charges imposed by the *Financial Institutions* and other third parties such as custodial fees, charges imposed directly by a mutual fund or ETF in the account, which shall be disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Additionally, for assets outside of any wrap fee programs, clients may incur brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of and in addition to Arrow Wealth's fee.

Arrow Wealth's *Agreement* and the separate agreement with any *Financial Institutions* may authorize Arrow Wealth to debit the client's account for the amount of Arrow Wealth's fee and to directly remit that management fee to Arrow Wealth. Any *Financial Institutions* recommended by Arrow Wealth have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Arrow Wealth.

Fees for Management During Partial Quarters of Service

For the initial period of investment management services, the fees shall be calculated on a *pro rata* basis.

The *Agreement* between Arrow Wealth and the client will continue in effect until terminated by either party pursuant to the terms of the *Agreement*. Arrow Wealth's fees are prorated through the date of termination and any remaining balance is charged or refunded to the client, as appropriate.

Additions may be in cash or securities provided that Arrow Wealth reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Arrow Wealth may consult with its clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

If assets in excess of \$100,000 are deposited into or withdrawn from an account after the inception of a quarter, the fee payable with respect to such assets will be adjusted or prorated in accordance with the client's fee schedule and based on the number of days remaining in the quarter.

Item 6. Performance-Based Fees and Side-by-Side Management

Arrow Wealth does not provide any services for performance-based fees. Performance-based fees are those based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7. Types of Clients

Arrow Wealth provides its services to individuals, investment companies, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

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

Methods of Analysis

Arrow Wealth's primary methods of analysis are fundamental, technical and cyclical analysis.

Fundamental analysis involves the fundamental financial condition and competitive position of a company. Arrow Wealth will analyze the financial condition, capabilities of management, earnings, new products and services, as well as the company's markets and position amongst its competitors in order to determine the recommendations made to clients. The primary risk in using fundamental analysis is that while the overall health and position of a company may be good, market conditions may negatively impact the security.

Technical analysis involves the analysis of past market data rather than specific company data in determining the recommendations made to clients. Technical analysis may involve the use of charts to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company. The primary risk in using technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that Arrow Wealth will be able to accurately predict such a reoccurrence.

Cyclical analysis is similar to technical analysis in that it involves the analysis of market conditions at a macro (entire market/economy) or micro (company specific) level, rather than the overall fundamental analysis of the health of the particular company that Arrow Wealth is recommending. The risks with cyclical analysis are similar to those of technical analysis.

Investment Strategies

Arrow Wealth offers three distinct portfolio strategies designed to produce attractive risk adjusted returns, including or focusing on cash flow. These portfolios are called:

- Global multi-strategy asset allocation portfolio;
- Global dynamic fixed-income portfolio; and
- Laddered municipal bond portfolio.

In addition to following individual markets, categories and indicators, Arrow Wealth also seeks out opportunities in the alternative investment and private placement industry. Our due diligence team conducts rigorous analyses to identify managers and strategies that meet specific criteria: they must invest in unique opportunities, provide a competitive advantage relative to their peers and offer competitive pricing. Arrow Wealth views these investments as a complement to its asset management services or to traditional investments in equities, bonds, and real assets.

Arrow Wealth evaluates every potential investment by how it contributes toward clients' ultimate goals. Developing a financial plan or investment strategy tailored to a client's specific situation is an important part of that process. That is why Arrow Wealth offers planning services for both individual and institutional clients as part of its investment management fee. Cash flow management, education planning, retirement planning, investment planning, risk management and insurance planning, tax planning, estate planning and business succession planning for business owners are just some of the services offered.

Risks

Mutual Funds and ETFs

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual funds and ETFs are subject to secondary market trading risks. Shares of mutual funds and ETFs will be listed for trading on an exchange, however, there can be no guarantee that an active trading market for such shares will develop or continue. There can be no guarantee that a mutual funds' and ETFs' exchange listing or ability to trade its shares will continue or remain unchanged. Shares of the mutual fund or ETF may trade on an exchange at prices above or below their most recent net asset valuation (NAV), which is the price for which an investor would buy or sell the mutual fund or ETF. The per share NAV of a mutual fund or ETF is calculated at the end of each business day, and fluctuates with changes in the market value of the mutual fund's or ETF's holdings. The trading prices of a mutual fund's or ETF's shares may differ significantly from NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's ETF's shares trading at a premium or discount to NAV.

Options

Arrow Wealth may recommend the use of options for certain clients. Options allow Arrow Wealth to hedge (limit) certain losses on positions clients hold. The option allows Arrow Wealth to buy or sell a security at a certain price (not the current market price). Clients pay a fee for the option. If the option falls outside the money (i.e., the market price of the security does not justify purchasing/selling the security at the option price), the client will lose the fee for that option.

Market Risks

The profitability of a significant portion of Arrow Wealth's recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that Arrow Wealth will be able to predict those price movements accurately.

Use of Private Collective Investment Vehicles

Arrow Wealth may recommend the investment by certain clients in privately placed collective investment vehicles (some of which may be typically called "hedge funds"). The managers of these vehicles will have broad discretion in selecting the investments. There are few limitations on the types of securities or other

financial instruments which may be traded and no requirement to diversify. The hedge funds may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the vehicle. In addition, because the vehicles are not registered as investment companies, there is an absence of regulation. There are numerous other risks in investing in these securities. The client will receive a private placement memorandum and/or other documents explaining such risks.

Management Through Similarly Managed Accounts

Arrow Wealth may manage portfolios by allocating portfolio assets among various securities on a discretionary basis using one or more of its proprietary portfolios mentioned above (collectively referred to as "*investment strategy*"). In so doing, Arrow Wealth buys, sells, exchanges and/or transfers various securities based upon the *investment strategy*.

Arrow Wealth's management using the *investment strategy* complies with the requirements of Rule 3a-4 of the Investment Company Act of 1940, as amended. Rule 3a-4 provides similarly managed accounts, such as the *investment strategy*, with a safe harbor from the definition of an investment company.

The *investment strategy* may involve an above-average portfolio turnover that could negatively impact upon the net after-tax gain experienced by an individual client. Securities in the *investment strategy* are usually exchanged and/or transferred without regard to a client's individual tax ramifications. Certain investment opportunities that become available to Arrow Wealth's clients may be limited. For example, various mutual funds or insurance companies may limit the ability of Arrow Wealth to buy, sell, exchange or transfer securities consistent with its *investment strategy*. As further discussed in response to Item 12 (below), Arrow Wealth allocates investment opportunities among its clients on a fair and equitable basis.

Item 9. Disciplinary Information

Arrow Wealth is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. Arrow Wealth does not have any required disclosures to this Item.

Item 10. Other Financial Industry Activities and Affiliations

Arrow Wealth is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons. Arrow Wealth has described such relationships and arrangements below.

Receipt of Insurance Commission

Certain of Arrow Wealth's *Supervised Persons*, in their individual capacities, are also licensed insurance agents with various insurance companies, and in such capacity, may recommend, on a fully-disclosed commission basis, the purchase of certain insurance products. While Arrow Wealth does not sell such insurance products to its investment advisory clients, Arrow Wealth does permit its *Supervised Persons*, in their individual capacities as licensed insurance agents, to sell insurance products to its investment advisory clients. A conflict of interest exists to the extent that Arrow Wealth recommends the purchase of insurance products where Arrow Wealth's *Supervised Persons* receive insurance commissions or other additional compensation.

Investment Research

Arrow Wealth has a material relationship with Cetas Consulting Ltd ("Cetas"). Cetas provides financial research to institutional clients. The research includes insights in the areas of Foreign Currency, Equities and Emerging Markets as well as a wide range of rule-based and low frequency systems custom-tailored for institutional investors seeking a disciplined approach in investment decision making and alpha generation.

Arrow Wealth may refer certain clients to Cetas. In such circumstances, Arrow Wealth will receive a percentage of fees paid to Cetas.

Item 11. Code of Ethics

Arrow Wealth and persons associated with Arrow Wealth ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with Arrow Wealth's policies and procedures.

Arrow Wealth has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("*Code of Ethics*"). In accordance with Section 204A of the Investment Advisers Act of 1940 (the "Advisers Act"), its *Code of Ethics* contains written policies reasonably designed to prevent the unlawful use of material non-public information by Arrow Wealth or any of its associated persons. The *Code of Ethics* also requires that certain of Arrow Wealth's personnel (called "*Access Persons*") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

Unless specifically permitted in Arrow Wealth's *Code of Ethics*, none of Arrow Wealth's *Access Persons* may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the *Access Person*) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of Arrow Wealth's clients.

When Arrow Wealth is purchasing or considering for purchase any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when Arrow Wealth is selling or considering the sale of any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact Arrow Wealth to request a copy of its *Code of Ethics*.

Item 12. Brokerage Practices

As discussed above, in Item 5, Arrow Wealth generally recommends that clients utilize the brokerage and clearing services of *Schwab* and/or *Interactive Brokers*.

Factors which Arrow Wealth considers in recommending *Schwab*, *Interactive Brokers*, or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. *Schwab* enables Arrow Wealth to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by *Schwab* or *Interactive Brokers* may be higher or lower than those charged by other *Financial Institutions*.

The commissions paid by Arrow Wealth's clients comply with Arrow Wealth's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified *Financial Institution* might charge to effect the same transaction where Arrow Wealth determines that the commissions are reasonable in relation to the value of the brokerage and research services received. 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 *Financial Institution's* services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Arrow Wealth seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Arrow Wealth periodically and systematically reviews its policies and procedures regarding its recommendation of *Financial Institutions* in light of its duty to obtain best execution.

The client may direct Arrow Wealth in writing to use a particular *Financial Institution* to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that *Financial Institution*, and Arrow Wealth will not seek better execution services or prices from other *Financial Institutions* or be able to "batch" client transactions for execution through other *Financial Institutions* with orders for other accounts managed by Arrow Wealth (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, Arrow Wealth may decline a client's request to direct brokerage if, in Arrow Wealth's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

Transactions for each client generally will be effected independently, unless Arrow Wealth decides to purchase or sell the same securities for several clients at approximately the same time. Arrow Wealth may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among Arrow Wealth's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated

among Arrow Wealth's clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that Arrow Wealth determines to aggregate client orders for the purchase or sale of securities, including securities in which Arrow Wealth's *Supervised Persons* may invest, Arrow Wealth shall generally do so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. Arrow Wealth shall not receive any additional compensation or remuneration as a result of the aggregation. In the event that Arrow Wealth determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, Arrow Wealth may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist Arrow Wealth in its investment decision-making process. Such research generally will be used to service all of Arrow Wealth's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because Arrow Wealth does not have to produce or pay for the products or services.

Software and Support Provided by Financial Institutions

Arrow Wealth may receive from *Schwab* and *Interactive Brokers*, without cost to Arrow Wealth, computer software and related systems support, which allow Arrow Wealth to better monitor client accounts maintained at *Schwab* and *Interactive Brokers*. Arrow Wealth may receive the software and related support without cost because Arrow Wealth renders investment management services to clients that maintain assets at *Schwab* and *Interactive Brokers*. The software and related systems support may benefit Arrow Wealth, but not its clients directly. In fulfilling its duties to its clients, Arrow Wealth endeavors at all times to put the interests of its clients first. Clients should be aware, however, that Arrow Wealth's receipt of economic benefits from a broker-dealer creates a conflict of interest since these

benefits may influence Arrow Wealth's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Additionally, Arrow Wealth may receive the following benefits from *Schwab* and *Interactive Brokers* through their respective institutional divisions: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services institutional firms; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

Item 13. Review of Accounts

Arrow Wealth monitors client portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. Such reviews are conducted by Arrow Wealth's investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with Arrow Wealth and to keep Arrow Wealth informed of any changes thereto. Arrow Wealth shall contact ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. In addition, clients will also receive a report from Arrow Wealth that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance on a monthly basis. Clients should compare the account statements they receive from their custodian with those they receive from Arrow Wealth.

Item 14. Client Referrals and Other Compensation

Arrow Wealth is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services. In addition, Arrow Wealth is required to disclose any direct or indirect compensation that it provides for client referrals.

If a client is introduced to Arrow Wealth by either an unaffiliated or an affiliated solicitor, Arrow Wealth may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Advisers Act and any corresponding state securities law requirements. Any such referral fee shall be paid solely from Arrow Wealth's investment management fee, and shall not result in any additional charge to the client. If the client is introduced to Arrow Wealth by an unaffiliated solicitor, the solicitor shall provide the client with a copy of Arrow Wealth's written disclosure statement which meets the requirements of Rule 204-3 of the Advisers Act and a copy of the solicitor's disclosure statement containing the terms and conditions of the solicitation arrangement including compensation. Any affiliated solicitor of Arrow Wealth shall disclose the nature of his/her relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of Arrow Wealth's written disclosure statement at the time of the solicitation.

Item 15. Custody

Arrow Wealth's *Agreement* and/or the separate agreement with any *Financial Institution* may authorize Arrow Wealth through such *Financial Institution* to debit the client's account for the amount of Arrow Wealth's fee and to directly remit that management fee to Arrow Wealth in accordance with applicable custody rules.

The *Financial Institutions* recommended by Arrow Wealth have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Arrow Wealth. In addition, as discussed in Item 13, Arrow Wealth also sends periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the *Financial Institutions* and compare them to those received from Arrow Wealth.

Item 16. Investment Discretion

Arrow Wealth is given the authority to exercise discretion on behalf of clients. Arrow Wealth is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. Arrow Wealth is given this authority through a power-of-attorney included in the agreement between Arrow Wealth and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). Arrow Wealth takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The *Financial Institutions* to be utilized.

Item 17. Voting Client Securities

Arrow Wealth *may* vote client securities (proxies) on behalf of its clients. When Arrow Wealth accepts such responsibility, it will only cast proxy votes in a manner consistent with the best interest of its clients. Absent special circumstances, which are fully described in Arrow Wealth's Proxy Voting Policies and Procedures, all proxies will be voted consistent with guidelines established and described in Arrow Wealth's Proxy Voting Policies and Procedures, as they may be amended from time-to-time. Clients may contact Arrow Wealth to request information about how Arrow Wealth voted proxies for that client's securities or to get a copy of Arrow Wealth's Proxy Voting Policies and Procedures. A brief summary of Arrow Wealth's Proxy Voting Policies and Procedures is as follows:

- Arrow Wealth has formed a Proxy Voting Committee that will be responsible for monitoring corporate actions, making voting decisions in the best interest of clients, and ensuring that proxies are submitted in a timely manner.
- The Proxy Voting Committee will generally vote proxies according to Arrow Wealth's then current Proxy Voting Guidelines. The Proxy Voting Guidelines include many specific examples of voting decisions for the types of proposals that are most frequently presented, including: composition of the board of directors; approval of independent auditors; management and director compensation; anti-takeover mechanisms and related issues; changes to capital structure; corporate and social policy issues; and issues involving mutual funds.
- Although the Proxy Voting Guidelines are followed as a general policy, certain issues are considered on a case-by-case basis based on the relevant facts and circumstances. Since corporate governance issues are diverse and continually evolving, Arrow Wealth devotes an appropriate amount of time and resources to monitor these changes.
- Clients cannot direct Arrow Wealth's vote on a particular solicitation but can revoke Arrow Wealth's authority to vote proxies.

In situations where there may be a conflict of interest in the voting of proxies due to business or personal relationships that Arrow Wealth maintains with persons having an interest in the outcome of certain votes, Arrow Wealth takes appropriate steps to ensure that its proxy voting decisions are made in the best interest of its clients and are not the product of such conflict.

Item 18. Financial Information

Arrow Wealth does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance. In addition, Arrow Wealth is required to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Arrow Wealth has no disclosures pursuant to this Item.

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