



**Part 2A of Form ADV: *Firm Brochure***

**Singer Xenos Wealth Management**

800 Douglas Road Suite 900  
Coral Gables, FL 33134

305-443-0060  
Email: [info@singerxenos.com](mailto:info@singerxenos.com)  
[www.singerxenos.com](http://www.singerxenos.com)

Revised: March 29, 2011

This brochure provides information about the qualifications and business practices of Singer Xenos Wealth Management. If you have any questions about the contents of this brochure, please contact us at 305-443-0060 or [info@singerxenos.com](mailto:info@singerxenos.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Use of the term “registered” or “registered investment adviser” does not imply a certain level of skill or training.

Additional information about Singer Xenos Wealth Management also is available on the SEC's website 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. Our firm's CRD number is 106445.

**Item 2     Material Changes**

The SEC adopted "Amendments to Form ADV" in July 2010. This Firm Brochure, dated March 31, 2011, is our new disclosure document prepared according to the SEC's new requirements and rules. As you will see, this document is a narrative that is substantially different in form and content, and includes some new information that we were not previously required to disclose.

After our initial filing of this Brochure, this Item will be used to provide our clients with a summary of new and/or updated information. We will inform you of the revision(s) based on the nature of the updated information.

Consistent with the new rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

| <b>Item 3</b> | <b>Table of Contents</b>   | <b>Page</b> |
|---------------|--|-------------|
| Item 1        | Cover Page   | 1           |
| Item 2        | Material Changes   | 2           |
| Item 3        | Table of Contents  | 3           |
| Item 4        | Advisory Business  | 4           |
| Item 5        | Fees and Compensation  | 5           |
| Item 6        | Performance-Based Fees and Side-By-Side Management                                       | 7           |
| Item 7        | Types of Clients   | 7           |
| Item 8        | Methods of Analysis, Investment Strategies and Risk of Loss                              | 8           |
| Item 9        | Disciplinary Information   | 9           |
| Item 10       | Other Financial Industry Activities and Affiliations                                     | 9           |
| Item 11       | Code of Ethics, Participation or Interest in Client Transactions<br>and Personal Trading | 10          |
| Item 12       | Brokerage Practices  | 12          |
| Item 13       | Review of Accounts   | 16          |
| Item 14       | Client Referrals and Other Compensation  | 17          |
| Item 15       | Custody  | 18          |
| Item 16       | Investment Discretion  | 18          |
| Item 17       | Voting Client Securities   | 18          |
| Item 18       | Financial Information  | 19          |

#### **Item 4    Advisory Business**

Singer Xenos Wealth Management (which may be referred to in this brochure as “Singer Xenos”, “we” or the “firm”) is an investment advisory firm registered with the SEC pursuant to the Investment Advisory Act of 1940 (the “Advisors Act”). Our principal place of business is located in Florida and we began conducting business in 1990.

Listed below are the firm's principal owners:

- Faith Xenos, Founding Partner
- Marc Singer, Founding Partner

Singer Xenos Wealth Management offers the following types advisory services to our clients:

#### **INVESTMENT SUPERVISORY SERVICES ("ISS")**

##### **INDIVIDUAL PORTFOLIO MANAGEMENT**

For most clients, we provide continuous advice regarding the investment of client funds, which are tailored to the individual needs of the client. Through personal discussions, in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal investment policy and create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

We manage these advisory accounts on a discretionary basis. Account supervision is guided by the client's stated objectives (e.g., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities:

- Mutual fund shares
- Securities traded over-the-counter
- Exchange-listed securities
- United States governmental securities
- Corporate debt securities (other than commercial paper)
- Variable annuities
- Commercial paper
- Municipal securities
- Variable life insurance
- Warrants
- Certificates of deposit
- Foreign issuers
- Interests in partnerships investing in real estate
- Other investment products determined by the individual adviser to be appropriate in order to address the individualized needs, goals and objectives of the client (including investments in private offerings of partnerships, corporations or other entities in a wide variety of industries)

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

## CONSULTING SERVICES

Clients can also receive investment advice on a more focused basis in the form of consulting services. Consulting services are tailored to the individual needs of the client and may include advice limited to isolated areas of concern such as estate planning, retirement planning, or any other specific topic. We also provide specific consultation and administrative services regarding investment and financial concerns of the client.

Consulting recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company. All recommendations are of a generic nature.

## ASSETS UNDER MANAGEMENT

As of March 25, 2011, we had the following assets under management:

|                   |                     |
|-------------------|---------------------|
| Discretionary:    | \$909,319,000       |
| Nondiscretionary: | <u>\$23,981,000</u> |
| Total             | \$933,300,000       |

### Item 5 Fees and Compensation

#### INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT FEES

The annualized fee for Investment Supervisory Services are charged as a percentage of assets under management, according to the following schedule:

| <b><u>Assets Under Management</u></b> | <b><u>Annual Fee</u></b> |
|---------------------------------------|--------------------------|
| Assets Under \$500,000:               | 1.2%                     |
| Assets Over \$500,000:                |                          |
| First \$1 Million of Assets           | 1.0%                     |
| Next \$2 Million of Assets            | 0.8%                     |
| Assets over \$3 Million               | 0.5%                     |

Our 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 the account in accordance with the client authorization in the Client Services Agreement.

**Limited Negotiability of Advisory Fees:** Although Singer Xenos Wealth Management has established the aforementioned fee schedule(s), 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 the complexity of the client, assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, reports, among other factors. The specific annual fee schedule is identified in the Investment Management Agreement between the adviser and each client.

We may group certain related client accounts for the purposes of determining the annualized fee.

Discounts, not generally available to our advisory clients, may be offered to family members and friends of associated persons of our firm.

## CONSULTING SERVICES FEES

Singer Xenos Wealth Management consulting services fees are determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees

are agreed upon prior to entering into a contract with any client.

Our consulting services fees are calculated and charged on an hourly basis, ranging from \$200 to \$1,000 per hour. An estimate for the total hours is determined at the start of the advisory relationship. This fee is paid after each consultation.

### **DEDUCTION OF INDIVIDUAL PORTFOLIO MANAGEMENT FEES**

In most instances, the firm advisory fees shall be deducted quarterly from each client's account. In such instances, the Client Services Agreement and the client's agreement with custodian and/or clearing firm shall authorize the custodian or clearing firm to debit the client's account for the amount of the firm's advisory fee and to directly remit that amount to the firm in accordance with required procedures established by the SEC. Specifically, if advisory fees are withdrawn directly from client's accounts, a copy of the firm's invoice is sent to the custodian, clearing firm or trustee at the same time that a copy is sent to the client. Further, the custodian or clearing firm must send account statements to each client at least quarterly showing all disbursements from the account, including the amount of the firm's advisory fee. While in some instances the firm may bill a client instead of having fees deducted directly from a client's account, such billing is permitted, but only in the firm's sole discretion and is not an option that clients may generally select.

### **GENERAL INFORMATION**

***Termination of the Advisory Relationship:*** A client agreement may be canceled at any time, by either party, for any reason upon receipt of **30** days written notice. As disclosed above, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period.

***Mutual Fund and ETF Fees:*** All fees paid to Singer Xenos Wealth Management for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or 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 which 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 fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

***Additional Fees and Expenses:*** In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by 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). Such charges, fees and commissions are exclusive of and in addition to our advisory fees. Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

***Compensation to Supervised Persons:*** Certain of the firm's supervised persons are also registered representatives of our affiliate, Singer Xenos Securities Corp., (a FINRA member broker-dealer) and/or licensed as insurance sales persons of our affiliate, Physicians Investment Advisors, (an Insurance Agency in the state of Florida) and may receive direct or indirect compensation for the sale of securities (including commissions or markups), insurance products or other investment products, including asset-based sales charges or services fees from the sale of mutual funds (collectively "Sales Related Compensation").

Receipt of Sales Related Compensation creates a conflict of interest and gives the supervised person an incentive to recommend investment products based on the sales

compensation received, rather than on the client's needs. In general, the Company addresses this conflict of interest through an independent review of such transactions by one of the Company's managers that is not involved in the management of the client's account and does not receive Sales Related Compensation from such client's transactions.

When in the best interest of the client, the Company will recommend no-load mutual funds.

Clients are informed when certain Sales Related Compensation is received by Singer Xenos Securities Corp. through transaction confirms.

In certain instances, clients may have the option to purchase investment products through other brokers or agents that are not affiliated with the Company.

As of the date of this brochure, Sales Related Compensation does not constitute the primary compensation received from client accounts.

**Grandfathering of Minimum Account Requirements:** Pre-existing advisory clients are subject to Singer Xenos Wealth Management's minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements will differ among clients.

**ERISA Accounts:** Singer Xenos Wealth Management is deemed to be a fiduciary to advisory clients that are employee benefit plans and certain individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Singer Xenos Wealth Management may only charge such accounts fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which our firm and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset Singer Xenos Wealth Management advisory fees.

**Advisory Fees in General:** Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

**Limited Prepayment of Fees:** Under no circumstances do we require or solicit payment of fees in excess of \$1200 more than six months in advance of services rendered.

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

Singer Xenos Wealth Management does not charge performance-based fees.

## **Item 7 Types of Clients**

Singer Xenos Wealth Management provides advisory services to the following types of clients:

- High net worth individuals
- Individuals (other than high net worth individuals)
- Pension and profit sharing plans (other than plan participants)
- Charitable organizations
- Corporations or other businesses not listed above

We may provide advisory services to other types of clients in the future

Generally, a minimum of **\$ 500,000** of assets under management is required for Investment Supervisory Services. The minimum account size may be negotiable under certain circumstances. Singer Xenos Wealth Management may group certain related client accounts for the purposes of achieving the minimum account size.

## Item 8    **Methods of Analysis, Investment Strategies and Risk of Loss**

### **METHODS OF ANALYSIS**

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

***Fundamental Analysis.*** We attempt to measure the intrinsic value of a security 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 the company is under priced (indicating it may be a good time 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 stock.

***Asset Allocation.*** Rather than focusing primarily on securities selection as a method of analysis, 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.

***Mutual Fund and/or ETF Analysis.*** We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

***Risks for all forms of analysis.*** Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

### **INVESTMENT STRATEGIES**

We use the following strategy(ies) in managing client accounts, provided that such strategy(ies) 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 idea of holding them in the client's account for a year or longer. Typically we employ this strategy when:

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



A risk in a long-term purchase strategy is that by holding the security for this length of time, 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 idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

A short-term purchase strategy poses risks should the anticipated price swing not materialize; we are then left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss.

In addition, this strategy involves more frequent trading than does a longer-term strategy, and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

**Asset Allocation.** We may utilize asset allocation portfolios as a strategy rather than focusing primarily on securities selection. When using asset allocation as a strategy, 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 as a strategy 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.

**General Disclosure on Risk of Loss.** Investing in securities involves risk of loss that clients should be prepared to bear. We strive to understand each client's tolerance for risk. However, the client does not always divulge such information. We ask that clients work with us to help us understand their risk tolerance.

## **Item 9     Disciplinary Information**

We are 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.

Our firm and our management personnel have no reportable disciplinary events to disclose.

## **Item 10    Other Financial Industry Activities and Affiliations**

### ***FIRM Registrations:***

In addition to Singer Xenos Wealth Management being a registered investment adviser, our affiliate Singer Xenos Securities, Corp. is registered as a FINRA member broker-dealer.

### ***MANAGEMENT PERSONNEL Registrations:***

Certain management personnel of Singer Xenos Wealth Management are separately licensed as registered representatives of our affiliate, Singer Xenos Securities, Corp. (a FINRA member broker-dealer). These individuals, in their separate capacity, can effect securities transactions for which they will receive separate, yet customary compensation.

While Singer Xenos Wealth Management and these individuals endeavor at all times to put the interest of the 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.

Management personnel of our firm, in their individual capacities, are agents for various insurance companies. As such, these individuals are able to receive separate, yet customary

commission compensation resulting from implementing product transactions on behalf of advisory clients. Clients, however, are not under any obligation to engage these individuals when considering implementation of advisory recommendations. The implementation of any or all recommendations is solely at the discretion of the client.

Clients should be aware that the receipt of additional compensation by Singer Xenos Wealth Management and its management persons or employees creates a conflict of interest that may impair the objectivity of our firm and these individuals when making advisory recommendations. Singer Xenos Wealth Management endeavors at all times to put the interest of its clients first as part of our fiduciary duty as a registered investment adviser; we take the following steps to address this conflict:

- we disclose to clients the existence of all material conflicts of interest, including the potential for our firm and our employees to earn compensation from advisory clients in addition to our firm's advisory fees;
- we disclose to clients that they are not obligated to purchase recommended investment products from our employees or affiliated companies;
- we collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- our firm's management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
- we require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
- we periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and
- we educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

***Related Person Relationships Material to the Company's Advisory Business.*** As of the date of this brochure, the following related person relationships are material to the Company's advisory business:

- ***Broker-Dealer.*** Our relationship with our affiliate, Singer Xenos Securities, Corp. (a FINRA member broker-dealer) is material to our advisory business and may create a material conflict of interest. The nature of this conflict of interest and how we address such conflict of interest are described in the section above titled "Fees and Compensation"
- ***Insurance Company or Agency*** Our relationship with our affiliate, Physicians Investment Advisors, Corp. (an insurance agency in the state of Florida) is material to our advisory business and may create a material conflict of interest. The nature of this conflict of interest and how we address such conflict of interest are described in the section above titled "Fees and Compensation".

***Relationships with Other Investment Advisers.*** As of the date of this brochure, we do not recommend or select other investment advisors from which we receive direct or indirect compensation that creates a material conflict of interest. We do not otherwise have a business relationship with any other investment adviser that creates a material conflict of interest.

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

Our firm has adopted a Code of Ethics, which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Singer Xenos Wealth Management and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings report that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Singer Xenos Wealth Management's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to [info@singerxenos.com](mailto:info@singerxenos.com), or by calling us at 305-443-0060.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security (ies) which may also be recommended to a client.

It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

We may aggregate our employee trades with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. In the instances where there is a partial fill of a particular batched order, we will allocate all purchases pro-rata, with each account paying the average price. Our employee accounts will be included in the pro-rata allocation.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
2. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
4. Our firm requires prior approval for any IPO or private placement investments by related persons of the firm.
5. We maintain a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). Our firm's Chief Compliance Officer or his/her designee reviews these holdings on a regular basis.

6. We have established procedures for the maintenance of all required books and records.
7. All clients are fully informed that related persons may receive separate commission compensation when effecting transactions during the implementation process.
8. Clients can decline to implement any advice rendered, except in situations where our firm is granted discretionary authority.
9. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
10. We require delivery and acknowledgement of the Code of Ethics by each supervised person of our firm.
11. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
12. Any individual who violates any of the above restrictions may be subject to termination.

As disclosed in the preceding section of this Brochure (Item 10), related persons of our firm are separately registered as securities representatives of a broker-dealer, and/or licensed as an insurance agent/broker of various insurance companies. Please refer to Item 10 for a detailed explanation of these relationships and important conflict of interest disclosures.

## **Item 12 Brokerage Practices**

Singer Xenos Wealth Management will endeavor to select those brokers or dealers, which will provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on the broker's stability, reputation, ability to provide professional services, competitive commission rates and prices, research, trading platform, and other services which will help Singer Xenos Wealth Management in providing investment management services to clients. Singer Xenos Wealth Management may, therefore recommend (or use) the use of a broker who provides useful research and securities transaction services even though a lower commission may be charged by a broker who offers no research services and minimal securities transaction assistance. Research services may be useful in servicing all our clients, and not all of such research may be useful for the account for which the particular transaction was effected.

Consistent with obtaining best execution for clients, Singer Xenos Wealth Management may direct brokerage transactions for clients' portfolios to brokers who provide research and execution services to Singer Xenos Wealth Management and, indirectly, to Singer Xenos Wealth Management's clients. These services are of the type described in Section 28(e) of the Securities Exchange Act of 1934 and are designed to augment our own internal research and investment strategy capabilities. This may be done without prior agreement or understanding by the client (and done at our discretion). Research services obtained through the use of soft dollars may be developed by brokers to whom brokerage is directed or by third parties, which are compensated by the broker. Singer Xenos Wealth Management does not attempt to put a specific dollar value on the services rendered or to allocate the relative costs or benefits of those services among clients, believing that the research we receive will help us to fulfill our overall duty to our clients. Singer Xenos Wealth Management may not use each particular research service, however, to service each client. As a result, a client may pay brokerage commissions that are used, in part, to purchase research services that are not used to benefit that specific client. Broker-dealers we select may be paid commissions for effecting transactions for our clients that exceed the amounts other broker-dealers would have charged for effecting these transactions if Singer Xenos Wealth Management determines in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by those broker-dealers, viewed either in terms of a particular transaction or our overall duty to its ("brokerage") discretionary client accounts.

Certain items obtainable with soft dollars may not be used exclusively for either execution or research services. The cost of such "mixed-use" products or services will be fairly allocated and Singer Xenos Wealth Management makes a good faith effort to determine the percentage of such products or services, which may be considered as investment research. Our firm pays the portions of the costs attributable to non-research usage of such products or services to the broker-dealer in accordance with the provisions of Section 28(e) of the Securities Exchange Act of 1934.

When Singer Xenos Wealth Management uses client brokerage commissions to obtain research or brokerage services, we receive a benefit to the extent that Singer Xenos Wealth Management does not have to produce such products internally or compensate third-parties with our own money for the delivery of such services. Therefore, such use of client brokerage commissions results in a conflict of interest, because we have an incentive to direct client brokerage to those brokers who provide research and services we utilize, even if these brokers do not offer the best price or commission rates for our clients.

Within our last fiscal year, we have obtained the following products and services on a soft-dollar basis: Zephyr, FT Interactive Data, Portfolio Center, and Morningstar

Singer Xenos Wealth Management requires that clients provide us with written authority to determine the broker-dealer to use and the commission costs that will be charged to our clients for these transactions.

Clients must include any limitations on this discretionary authority in this written authority statement. Clients may change/amend these limitations as required. Such amendments must be provided to us in writing.

Singer Xenos Wealth Management will block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block.

Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. Singer Xenos Wealth Management will typically aggregate trades among clients whose accounts can be traded at a given broker, and generally will rotate or vary the order of brokers through which it places trades for clients on any particular day. Singer Xenos Wealth Management's block trading policy and procedures are as follows:

- 1) Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with Singer Xenos Wealth Management, or our firm's order allocation policy.
- 2) The trading desk in concert with the portfolio manager must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
- 3) The portfolio manager must reasonably believe that the order aggregation will benefit, and will enable Singer Xenos Wealth Management to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution, as well as the best net price.
- 4) Prior to entry of an aggregated order, a written order ticket must be completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.
- 5) If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the

participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this pro rata allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts.

6) Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order, and must share in the commissions on a pro rata basis in proportion to the client's participation. Under the client's agreement with the custodian/broker, transaction costs may be based on the number of shares traded for each client.

7) If the order will be allocated in a manner other than that stated in the initial statement of allocation, a written explanation of the change must be provided to and approved by the Chief Compliance Officer no later than the morning following the execution of the aggregate trade.

8) Singer Xenos Wealth Management's client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account.

9) Funds and securities for aggregated orders are clearly identified on Singer Xenos Wealth Management's records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.

10) No client or account will be favored over another.

Singer Xenos Wealth Management may recommend that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab"), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Although we recommend that clients establish accounts at Schwab, it is the client's decision to custody assets with Schwab. Singer Xenos Wealth Management is independently owned and operated and not affiliated with Schwab.

Schwab provides Singer Xenos Wealth Management with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab Institutional. These services are not contingent upon our firm committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For our client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab Institutional also makes available to our firm other products and services that benefit Singer Xenos Wealth Management but may not directly benefit our clients' accounts. Many of these products and services may be used to service all or some substantial number of our client accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist us in managing and administering our clients' accounts include software and other technology that

- i. provide access to client account data (such as trade confirmations and account statements);
- ii. facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- iii. provide research, pricing and other market data;

- iv. facilitate payment of our fees from clients' accounts; and
- v. assist with back-office functions, recordkeeping and client reporting.

Schwab Institutional also offers other services intended to help us manage and further develop our business enterprise. These services may include:

- i. compliance, legal and business consulting;
- ii. publications and conferences on practice management and business succession; and
- iii. access to employee benefits providers, human capital consultants and insurance providers.

Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to Singer Xenos Wealth Management. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to our firm. Schwab Institutional may also provide other benefits such as educational events or occasional business entertainment of our personnel. In evaluating whether to recommend or require that clients custody their assets at Schwab, we may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Singer Xenos Wealth Management participates in the institutional customer program offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member SIPC ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers services to independent investment advisers which include custody of securities, trade execution, clearance and settlement of transactions. Singer Xenos Wealth Management receives some benefits from TD Ameritrade through our participation in the program.

Singer Xenos Wealth Management participates in TD Ameritrade's Institutional customer program and we may recommend TD Ameritrade to our clients for custody and brokerage services. There is no direct link between our firm's participation in the program and the investment advice we give to our clients, although we receive economic benefits through our participation in the program that are typically not available to TD Ameritrade retail investors.

These benefits include the following products and services (provided without cost or at a discount): duplicate client statement and confirmations; research related products and tools; consulting services; access to a trading desk serving adviser participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain Institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Singer Xenos Wealth Management by third party vendors. TD Ameritrade may also pay for business consulting and professional services received by Singer Xenos Wealth Management's related persons and may also pay or reimburse expenses (including travel, lodging, meals and entertainment expenses) for Singer Xenos Wealth Management's personnel to attend conferences or meetings relating to the program or to TD Ameritrade's adviser custody and brokerage services generally.

Some of the products and services made available by TD Ameritrade through the program may benefit Singer Xenos Wealth Management but may not benefit our client accounts. These products or services may assist us in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help us manage and further develop our business enterprise. The benefits received by Singer Xenos Wealth Management (or our personnel) through participation in the

program do not depend on the amount of brokerage transactions directed to TD Ameritrade. Clients should be aware, however, that the receipt of economic benefits by Singer Xenos Wealth Management or our related persons in and of itself creates a potential conflict of interest and may indirectly influence our recommendation of TD Ameritrade for custody and brokerage services.

Singer Xenos Wealth Management also receives from TD Ameritrade certain additional economic benefits ("Additional Services") that may or may not be offered to any other independent investment advisers participating in the program. TD Ameritrade provides the Additional Services to our firm in its sole discretion and at its own expense, and Singer Xenos Wealth Management does not pay any fees to TD Ameritrade for the Additional Services. Singer Xenos Wealth Management and TD Ameritrade have entered into a separate agreement ("Additional Services Addendum") to govern the terms of the provision of the Additional Services.

Singer Xenos Wealth Management's receipt of Additional Services raises potential conflicts of interest. In providing Additional Services to our firm, TD Ameritrade most likely considers the amount and profitability to TD Ameritrade of the assets in, and trades placed for, our client accounts maintained with TD Ameritrade. TD Ameritrade has the right to terminate the Additional Services Addendum with Singer Xenos Wealth Management, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, we may have an incentive to recommend to our clients that the assets under management by us be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade.

Singer Xenos Wealth Management's receipt of Additional Services does not diminish our duty to act in the best interests of our clients, including seeking best execution of trades for client accounts.

### **Item 13    Review of Accounts**

#### **INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT**

**REVIEWS:** While the underlying securities within Individual Portfolio Management Services accounts are continually monitored, these accounts are reviewed at least quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. 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.

These accounts are reviewed by:

Faith Xenos, Partner and Senior Advisor  
Marc Singer, Partner and Senior Advisor  
Jay Schechter, Partner and Senior Advisor  
Neil Sosler, Partner and Senior Advisor  
Scott Wells, Partner and Senior Advisor  
Lonny Greenberg, Advisor  
Sam Sudame, Director of Research

**REPORTS:** In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer, we provide quarterly reports summarizing account performance, balances and holdings.



## FINANCIAL PLANNING SERVICES

**REVIEWS:** While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically no formal reviews will be conducted for Financial Planning clients unless otherwise contracted for.

**REPORTS:** Financial Planning clients will receive a completed financial plan. Additional reports will not typically be provided unless otherwise contracted for.

## CONSULTING SERVICES

**REVIEWS:** While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically no formal reviews will be conducted for Consulting Services clients unless otherwise contracted for. The client's account representative will conduct such reviews.

**REPORTS:** Consulting Services clients will not typically receive reports due to the nature of the service.

## Item 14 Client Referrals and Other Compensation

### CLIENT REFERRALS

Our firm may pay referral fees to independent persons or firms ("Solicitors") for introducing clients to us. Whenever we pay a referral fee, we require the Solicitor to provide the prospective client with a copy of this document (our *Firm Brochure*) and a separate disclosure statement that includes the following information:

- the Solicitor's name and relationship with our firm;
- the fact that the Solicitor is being paid a referral fee;
- the amount of the fee; and
- whether the fee paid to us by the client will be increased above our normal fees in order to compensate the Solicitor.

It is Singer Xenos Wealth Management's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

Singer Xenos receives client referrals from Charles Schwab & Co., Inc. ("Schwab") through Singer Xenos' participation in Schwab Advisor Network® ("the Service"). The Service is designed to help investors find an independent investment advisor. Schwab is a broker-dealer independent of and unaffiliated with Singer Xenos. Schwab does not supervise our firm or its registered agents and has no responsibility for Singer Xenos' management of clients' portfolios any other advice or services we provide. Singer Xenos pays Schwab fees to receive client referrals through the Service. Singer Xenos' participation in the Service may raise potential conflicts of interest described below.

Singer Xenos pays Schwab Participation Fees on all referred clients' accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all accounts that are maintained at, or transferred to, another custodian. Participation Fees are a percentage of the value of the assets in the client's account. Singer Xenos pays Schwab Participation Fees for so long as the referred client's account remains in custody at Schwab. Participation Fees are billed to Singer Xenos quarterly and may be increased, decreased, or waived by Schwab from time to time. While Participation Fees are paid by Singer Xenos and not by the client, Singer Xenos charges clients referred through the Service advisory fees or costs greater than the fees or costs Singer Xenos charges clients with similar portfolios who were not referred through the Service. The fee will be increased over the regular fee by .1% for the first \$3 million and .2% over \$3 million.

Singer Xenos generally pays Schwab a Non-Schwab Custody Fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from Schwab. This Fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees Advisor generally would pay in a single year. Thus, Singer Xenos will have an incentive to recommend that client accounts be held in custody at Schwab.

The Participation and Non-Schwab Custody Fees are based on the amount of assets in accounts of Singer Xenos' clients who were referred by Schwab and those referred clients' family members living in the same household. Thus, Singer Xenos will have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts Schwab.

### **Item 15 Custody**

We do not maintain custody of any client funds or securities, other than solely as a consequence of our authority to direct the custodian or clearing firm to deduct advisory fees from our clients' accounts as previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, we also send account statements directly to our clients on quarterly basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.

### **Item 16 Investment Discretion**

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; and/or
- determine the amount of the security to buy or sell

Clients give us discretionary authority when they sign a discretionary agreement with our firm, and 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**

As a matter of firm policy, we do not vote proxies on behalf of clients. Therefore, although our firm may provide investment advisory services relative to client investment assets, clients maintain 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 proceedings or other type events pertaining to the client's investment assets. Clients are responsible for instructing each custodian of the assets, to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

We may provide clients with consulting assistance regarding proxy issues if they contact us with questions at our principal place of business.

#### **Item 18 Financial Information**

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

As an advisory firm that maintains discretionary authority for client accounts or is deemed to have custody we are also required to disclose any financial condition that is reasonable likely to impair our ability to meet our contractual obligations. Singer Xenos Wealth Management has no additional financial circumstances to report.

Singer Xenos Wealth Management has not been the subject of a bankruptcy petition at any time during the past ten years.