



Form ADV Part 2A – Disclosure Brochure

Effective: May 26, 2015

This Disclosure Brochure provides information about the qualifications and business practices of Phalanx Wealth Management, LLC d/b/a Phalanx Partners ("PWM"). If you have any questions about the contents of this Disclosure Brochure, please contact us at (978) 887-5981 or by email at petermulholland@pxwealth.com.

PWM is a registered investment advisor located in the Commonwealth of Massachusetts. The information in this Disclosure Brochure has not been approved or verified by the U.S. Securities and Exchange Commission ("SEC") or by any state securities authority. Registration of an investment advisor does not imply any specific level of skill or training. This Disclosure Brochure provides information about PWM to assist you in determining whether to retain the Advisor.

Additional information about PWM and its advisory persons are available on the SEC's website at www.adviserinfo.sec.gov.

Phalanx Wealth Management, LLC
CRD No: 149991
Suite 202, 7 Grove St.
Topsfield, MA 01983
Phone: (978) 887-5981 * Fax: (978) 887-2928
www.pxwealth.com

Item 2 – Material Changes

Material Changes

There are no material changes since the last filing of this Disclosure Brochure.

Future Changes

From time to time, we may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations and routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs in the business practices of PWM.

At any time, you may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at <http://adviserinfo.sec.gov>.

To review the firm information for PWM:

- Click **Investment Adviser Search** in the left navigation menu.
- Select the option for **Firm** and enter **149991** (our firm's CRD number) in the field labeled "Firm Name or CRD# or SEC#" and click "Start Search".
- This will provide access to Form ADV Part 1 and Part 2.
- Item 11 of the ADV Part 1 lists legal and disciplinary questions regarding the Advisor.
- In the left navigation menu, Form ADV Part 2 is located near the bottom.

You may also request a copy of this Disclosure Brochure at any time, by contacting us at (978) 887-5981 or by email at petermulholland@pxwealth.com.

Item 3 – Table of Contents

Item 1 – Cover Page	1
Item 2 – Material Changes	2
Item 3 – Table of Contents	3
Item 4 – Advisory Services.....	4
A. Firm Information.....	4
B. Advisory Services Offered	4
C. Client Account Management.....	5
D. Wrap Fee Programs	5
E. Assets Under Management	5
Item 5 – Fees and Compensation	6
A. Fees for Advisory Services.....	6
B. Fee Billing	6
C. Other Fees and Expenses.....	7
D. Advance Payment of Fees and Termination	7
E. Compensation for Sales of Securities	7
Item 6 – Performance-Based Fees	7
Item 7 – Types of Clients.....	8
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	8
A. Methods of Analysis.....	8
B. Risk of Loss	8
Item 9 – Disciplinary Information	9
Item 10 – Other Financial Activities and Affiliations	9
Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading.....	9
A. Code of Ethics	9
B. Personal Trading with Material Interest	9
C. Personal Trading in Same Securities as Clients	10
D. Personal Trading at Same Time as Client.....	10
Item 12 – Brokerage Practices	10
A. Recommendation of Custodian[s]	10
B. Aggregating and Allocating Trades.....	11
Item 13 – Review of Accounts	11
A. Frequency of Reviews	11
B. Causes for Reviews.....	11
C. Review Reports.....	11
Item 14 – Client Referrals and Other Compensation	11
A. Compensation Received by PWM	11
B. Client Referrals from Solicitors.....	12
Item 15 – Custody	12
Item 16 – Investment Discretion	12
Item 17 – Voting Client Securities.....	12
Item 18 – Financial Information	13
Item 19 – Requirements for State Registered Advisors	13
 ADV 2B – Brian Woodland.....	 17
ADV 2B – Peter Mulholland	20
ADV 2B – William Imhoff	24
Privacy Policy	24

Item 4 – Advisory Services

A. Firm Information

Phalanx Wealth Management, LLC (“PWM” or the “Advisor”) is a registered investment advisor located in Commonwealth of Massachusetts, which is organized as a Limited Liability Company under the laws of Massachusetts. PWM was founded in 2009 and is owned and operated by Brian A. Woodland, Chief Compliance Officer and by Phalanx Partners, LLC, the parent company. This Disclosure Brochure provides information regarding the qualifications, business practices, and the advisory services provided by PWM.

B. Advisory Services Offered

PWM offers investment advisory services to individuals, high net worth individuals, trusts, estates, charitable organizations and other pooled investment vehicles in Massachusetts and other states (each referred to as a “Client”).

Investment Management Services

PWM provides customized investment advisory solutions for its Clients. This is achieved through continuous personal Client contact and interaction while providing both discretionary and non-discretionary investment management and consulting services. PWM works with each Client to identify their investment goals and objectives as well as risk tolerance and financial situation in order to create a portfolio allocation. PWM will then construct a portfolio, primarily consisting of mutual funds and exchange-traded funds (“ETFs”). In addition, from time-to-time, PWM may utilize individual stocks and bonds, United States government securities, inverse exchange traded funds and other investments as necessary to achieve the Client’s investment goals.

PWM’s investment strategy is primarily long-term focused, but the Advisor may buy, sell or re-allocate positions that have been held less than one year to meet the objectives of the Client or due to market conditions. PWM will construct, implement and monitor the portfolio to ensure it meets the goals, objectives, circumstances, and risk tolerance agreed to by the Client. Each Client will have the opportunity to place reasonable restrictions on the types of investments to be held in their respective portfolio, subject to the acceptance by the Advisor.

PWM evaluates and selects investments for inclusion in Client portfolios only after applying their internal due diligence process. PWM may recommend, on occasion, redistributing investment allocations to diversify the portfolio. PWM may recommend specific positions to increase sector or asset class weightings. The Advisor may recommend employing cash positions as a possible hedge against market movement, which may adversely affect the portfolio. PWM may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position[s] in the portfolio, change in risk tolerance of Client, generating cash to meet Client needs, or any risk deemed unacceptable for the Client’s risk tolerance.

Prior to rendering investment advisory services, PWM will ascertain, in conjunction with the Client, the Client’s financial situation, risk tolerance, and investment objective[s].

PWM will provide investment advisory services and portfolio management services and will not provide securities custodial or other administrative services. At no time will PWM accept or maintain custody of a Client’s funds or securities, except for authorized deduction of the Advisor’s fees. All Client assets will be managed within their designated brokerage account or pension account, pursuant to the Client investment advisory agreement.

Pension Consulting

PWM offers pension-consulting services to various types of pension and profit sharing plans. The Advisor gathers and review extensive information on each Client and each plan. PWM’s pension consulting services includes, but is not limited to, plan feasibility, plan design, and plan review, document preparation, and assistance with regulatory agencies. In addition, PWM may assist in the selection of investment options, monitoring of investment performance, plan reporting, educational support and general advice to the plans’ participants.

Financial Planning and Consulting Services

PWM will typically provide a variety of financial planning services to individuals and families, pursuant to a written financial planning or consulting agreement. Services are offered in several areas of a Client's financial situation, depending on their goals, objectives and financial situation.

Generally, such financial planning services will involve preparing a financial plan or rendering a financial consultation for clients based on the Client's financial goals and objectives. This planning or consulting may encompass one or more areas of need, including, but not limited to investment planning, retirement planning, personal savings, education savings and other areas of a Client's financial situation.

A financial plan developed for or financial consultation rendered to the Client will usually include general recommendations for a course of activity or specific actions to be taken by the Client. For example, recommendations may be made that the Client start or revise their investment programs, commence or alter retirement savings, establish education savings and /or charitable giving programs. PWM may also refer Clients to an accountant, attorney or other specialist, as appropriate for their unique situation. For certain financial planning engagements, the Advisor will provide a written summary of Client's financial situation, observations, and recommendations. For consulting or ad-hoc engagements, the Advisor may not provide a written summary. Plans or consultations are typically completed within six months of contract date, assuming all information and documents requested are provided promptly.

Financial planning and consulting recommendations may pose a potential conflict between the interests of the Advisor and the interests of the Client. For example, a recommendation to engage the Advisor for investment management services or to increase the level of investment assets with the Advisor would pose a conflict, as it would increase the advisory fees paid to the Advisor. Clients are not obligated to implement any recommendations made by the Advisor or maintain an ongoing relationship with the Advisor. If the Client elects to act on any of the recommendations made by the Advisor, the Client is under no obligation to effect the transaction through the Advisor.

C. Client Account Management

Prior to engaging PWM to provide investment advisory services, each Client is required to enter into an investment advisory agreement with the Advisor that defines the terms, conditions, authority and responsibilities of the Advisor and the Client. These services may include:

- Establishing an Investment Policy Statement – PWM, in connection with the Client, may develop a summary using an investor profile questionnaire to determine the Client's investment goals and objectives along with the broad strategy[ies] to be employed to meet the objectives.
- Asset Allocation – PWM will develop a strategic asset allocation investment strategy that is targeted to meet the investment objectives, time horizon, financial situation and tolerance for risk for each Client.
- Portfolio Construction – PWM will develop a portfolio for the Client that is intended to meet the stated goals and objectives of the Client.
- Investment Management and Supervision – PWM will provide investment management and ongoing oversight of the Client's portfolio and overall account.

D. Wrap Fee Programs

PWM does not manage or place Client assets into a wrap fee program. Investment management services are provided directly by PWM.

E. Assets Under Management

As of December 31, 2014, PWM manages the following assets:

Discretionary Assets	\$24,056,819
Non-Discretionary Assets	\$18,761,406
Total	\$42,818,225

Clients may request more current information at any time by contacting the Advisor.

Item 5 – Fees and Compensation

The following paragraphs detail the fee structure and compensation methodology for services provided by the Advisor. Each Client shall sign an investment advisory agreement that details the responsibilities of PWM and the Client.

A. Fees for Advisory Services

Investment Management Services and Pension Consulting

Investment advisory fees are paid for portfolio management and pension consulting, quarterly in advance pursuant to the terms of the investment advisory agreement. Investment advisory fees are based on the market value of assets under management at the end of each calendar quarter. Investment advisory fees range from 1.00% to 0.50% based on the following schedule:

Assets Under Management	Annual Rate
First \$500,000	1.00%
Next \$500,000	0.80%
Next \$2,000,000	0.70%
Next \$1,000,000	0.60%
Next \$1,000,000	0.50%
Over \$5,000,000	Negotiated

Investment advisory fees in the first quarter of service are prorated to the inception date of the account to the end of the first quarter. At the end of the first quarter, the client is billed for the first quarter's prorated fee as well as the next quarter's fee. Fees are negotiable at the discretion of the Advisor. The Client's fees will take into consideration the aggregate assets under management with Advisor. All securities held in accounts managed by PWM will be independently valued by the designated custodian. PWM will not have the authority or responsibility to value portfolio securities.

Financial Planning and Consulting Services

PWM offers financial planning or consulting services on an hourly for generally around \$150 per hour, which may be negotiable depending on the nature and complexity of each Client's circumstances. The hourly-fees will be based on the complexity of the service that is anticipated to be necessary for the particular client. An estimate for total hours and cost will be determined prior to establishing the advisory relationship. Generally, the Advisor bills one half of the estimate in advance and the remainders after the services are performed.

The Advisor's fee is exclusive of, and in addition to, brokerage commissions, transaction fees, and other related costs and expenses, which may be incurred by the Client. However, the Advisor shall not receive any portion of these commissions, fees, and costs.

B. Fee Billing

Investment Management Services and Pension Consulting

Investment advisory fees for portfolio management and pension consulting will be automatically deducted from the Client's account[s] by the custodian. The Advisor shall send an invoice to the custodian indicating the amount of the fees to be deducted from the Client's account[s] at the respective quarter end date. The amount due is calculated by applying the quarterly rate (annual rate divided by 4) to the total assets under management with PWM at the end of each quarter. Clients will be provided with a statement, at least quarterly, from the custodian reflecting deduction of the investment advisory fee. In addition, the Advisor will provide the Client a report itemizing the fee, including the calculation period covered by the fee, the account value and the methodology used to calculate the fee. It is the responsibility of the Client to verify the accuracy of these fees as listed on the custodian's brokerage statement as the custodian does not assume this responsibility. Clients provide written authorization permitting PWM to be paid directly from their accounts held by the custodian as part of the investment advisory agreement and separate account forms provided by the custodian.

If so desired, the client may choose to be billed directly by PWM for fees. In these instances, the Client will be invoiced on the fifth business day of the month and payment will be due by the end of the month.

Financial Planning and Consulting Services

As noted above, financial planning and consulting fee are invoiced by the Advisor and are due upon receipt.

C. Other Fees and Expenses

Clients may incur certain fees or charges imposed by third parties, other than PWM, in connection with investment made on behalf of the Client's account[s]. The Client is responsible for all custodial and securities execution fees charged by the custodian and executing broker-dealer. The investment advisory fee charged by PWM is separate and distinct from these custodian and execution fees.

In addition, all fees paid to PWM for investment advisory services are separate and distinct from the expenses charged by mutual funds and exchange-traded funds to their shareholders, if applicable. These fees and expenses are described in each fund's prospectus. These fees and expenses will generally be used to pay management fees for the funds, other fund expenses, account administration (e.g., custody, brokerage and account reporting), and a possible distribution fee. A Client could invest in these products directly, without the services of PWM, but would not receive the services provided by PWM which are designed, among other things, to assist the Client in determining which products or services are most appropriate to each Client's financial condition and objectives. Accordingly, the Client should review both the fees charged by the fund[s] and the fees charged by PWM to fully understand the total fees to be paid.

D. Advance Payment of Fees and Termination

Investment Management Services and Pension Consulting

PWM is compensated for its services in advance of the quarter in which investment advisory services are rendered. Clients may request to terminate their investment advisory agreement with PWM, in whole or in part, by providing advance written notice. The Client shall be responsible for investment advisory fees up to and including the effective date of termination. The Client's investment advisory agreement with the Advisor is non-transferable without the Client's written approval. Any unearned fees will be returned to the client after the arrangement is terminated.

Financial Planning and Consulting Services

As noted above, the Advisor may bill one half of the financial planning and consulting estimate in advance. In the event that a Client should wish to cancel the financial planning agreement under which any plan is being created, the Client shall be billed for actual hours logged on the planning project times the agreed-upon hourly rate. Any surplus in the Advisor's possession as the result of collecting a deposit at the time of signing the financial planning agreement will be returned to the Client.

Either party may terminate a planning or consulting agreement at any time by providing written notice to the other party within five business (5) days of signing the Advisor's financial planning or consulting agreement. The Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. Refunds will be given on a pro-rata basis.

E. Compensation for Sales of Securities

PWM does not buy or sell securities and does not receive any compensation for securities transactions in any Client account, other than the investment advisory fees noted above.

Item 6 – Performance-Based Fees

PWM does not charge performance-based fees for its investment advisory services. The fees charged by PWM are as described in Item 5 – Fees and Compensation above and are not based upon the capital appreciation of the funds or securities held by any Client.

Brian Woodland, CEO of PWM, is the General Partner of WS Advantage L.P. WS Advantage LP ("WS Advantage") is a limited partnership that generally invests in real estate assets. Mr. Woodland is responsible for managing the assets in the limited partnership. Currently, WS Advantage LP does not collect any fees from the limited partners invested in the fund.

Item 7 – Types of Clients

PWM provides investment advisory services to Individuals and high net worth individuals. The relative percentage of each type of Client is available on PWM's Form ADV Part 1. These percentages will change over time. PWM generally requires a minimum account size of \$50,000 to effectively implement its investment process.

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

A. Methods of Analysis

PWM employs fundamental and technical analysis methods in developing investment strategies for its Clients. Research and analysis from PWM is derived from numerous sources, including financial media companies, third-party research materials, Internet sources, and review of company activities, including annual reports, prospectuses, press releases and research prepared by others.

As noted above, PWM generally employs a long-term investment strategy for its Clients, as consistent with their financial goals. PWM will typically hold all or a portion of a security for more than a year, but may hold for shorter periods for the purpose of rebalancing a portfolio or meeting the cash needs of Clients. At times, PWM may also buy and sell positions that are more short-term in nature, depending on the goals of the Client and /or the fundamentals of the security, sector or asset class.

B. Risk of Loss

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. PWM will assist Clients in determining an appropriate strategy based on their tolerance for risk and other factors noted above. However, there is no guarantee that a Client will meet their investment goals.

Each Client engagement will entail a review of the Client's investment goals, financial situation, time horizon, tolerance for risk and other factors to develop an appropriate strategy for managing a Client's account. Client participation in this process, including full and accurate disclosure of requested information, is essential for the analysis of a Client's account. The Advisor shall rely on the financial and other information provided by the Client or their designees without the duty or obligation to validate the accuracy and completeness of the provided information. It is the responsibility of the Client to inform the Advisor of any changes in financial condition, goals or other factors that may affect this analysis.

The Advisor will work with each Client to determine their tolerance for risk as part of the portfolio construction process. PWM may use margin in Client accounts for to manage the timing of purchases and sales, as appropriate. PWM may employ options strategies to hedge or gain additional exposure to a particular asset class or sector. PWM's investment strategy may encompass active trading in concentrated portfolios. Following are some of the risks associated with certain transactions:

Options Contracts

Investments in options contracts have the risk of losing value in a relatively short period of time. Option contracts are leveraged instruments that allow the holder of a single contract to control many shares of an underlying stock. This leverage can compound gains or losses.

Frequent Trading

Frequent trading in securities can result in higher transaction costs in the Client's account[s]. For taxable accounts, frequent trading can also result in taxable transactions each year that would not be present in a buy-and-hold strategy. There are no guarantees that a frequent trading strategy will correctly time purchases and sales of any particular security.

Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Advisor.

Item 9 – Disciplinary Information

There are no legal, regulatory or disciplinary events involving PWM or any of its employees. PWM and its advisory personnel value the trust you place in us. As we advise all Clients, we encourage you to perform the requisite due diligence on any advisor or service provider in which you partner. Our backgrounds are on the Investment Adviser Public Disclosure website at <http://adviserinfo.sec.gov>. To review the firm information contained in ADV Part 1, select the option for “Investment Adviser Search” and enter **149991** in the field labeled “Firm Name or CRD# or SEC#”. This will provide access to Form ADV Parts 1 and 2. Item 11 of the ADV Part 1 lists legal and disciplinary disclosure questions. You may also research the background of Brian A. Woodland by selecting the “Investment Adviser Search” then selecting “Individual” and entering Mr. Woodland’s Individual CRD# **2263508** in the field labeled “Individual Name or CRD#”.

In addition, Clients may contact the Commonwealth of Massachusetts Securities Division at (617) 727-3548 to obtain the disciplinary history of PWM and its personnel.

Item 10 – Other Financial Activities and Affiliations

Broker-Dealer Affiliation

Advisory persons of Phalanx Partners also serve as registered representatives of Phalanx Trading, LLC of Topsfield, MA. Phalanx Trading, LLC is a registered broker-dealer (CRD No. 2263508), member FINRA, SIPC. In their separate capacity as registered representatives, advisory persons will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by advisory persons. Neither the Advisor nor its advisory persons will earn investment advisory fees in connection with any services implemented in an advisory person’s separate capacity as a registered representative where commissions are also earned.

General Partner of Limited Partnership

Mr. Woodland is a managing member of Walker Partners LLC, Grove Realty Partners LLC, Riversky Realty Partners LLC, WS Advantage LLC and Founders Circle LLC. These LLC’s own individual properties, residential real estate and commercial properties. In some instances managing these types of partnership may represent a potential conflict of interest. Mr. Woodland does not receive any compensation in connection with his role in the aforementioned limited partnerships. The entities do not pay any fees to Mr. Woodland or the Advisor to avoid any potential conflicts of interest.

Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading

A. Code of Ethics

Phalanx Partners has implemented a Code of Ethics that defines our fiduciary commitment to each Client. This Code of Ethics applies to all persons associated with Phalanx Partners. The Code of Ethics was developed to provide general ethical guidelines and specific instructions regarding our duties to you, our Client. Phalanx Partners and its personnel owe a duty of loyalty, fairness and good faith towards each Client. It is the obligation of Phalanx Partners associates to adhere not only to the specific provisions of the Code, but also to the general principles that guide the Code. The Code of Ethics covers a range of topics that address employee ethics and conflicts of interest. To request a copy of our Code of Ethics, please contact us at (978) 887-5981 or via email at petermulholland@pxwealth.com.

B. Personal Trading with Material Interest

Phalanx Partners allows our employees to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Phalanx Partners does not act as principal in any transactions. In addition, the Advisor does not act as the general partner of a fund, or advise an investment company. Phalanx Partners does not have a material interest in any securities traded in Client accounts.

Mr. Woodland, is the managing member of certain limited partnerships – See Item 10 above. Phalanx Partners does not solicit Clients of Phalanx Partners for investment in these limited partnerships. The vehicles are primarily invested in real estate. Mr. Woodland discloses this relationship to investors in the ADV Part 2. The

assets invested in by the limited partnerships do not overlap with the assets traded by Phalanx Partners in connection with the services it provides to Clients.

C. Personal Trading in Same Securities as Clients

Phalanx Partners allows our employees to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Owning the same securities we recommend (purchase or sell) to you presents a potential conflict of interest that, as fiduciaries, we must disclose to you and mitigate through policies and procedures. As noted above, we have adopted, consistent with Section 204A of the Investment Advisers Act of 1940, a Code of Ethics, which addresses insider trading (material non-public information controls) and personal securities reporting procedures. When trading for personal accounts, employees of PWM may have a conflict of interest if trading in the same securities. The fiduciary duty to act in the best interest of its Clients can potentially be violated if personal trades are made with more advantageous terms than Client trades, or by trading based on material non-public information. This risk is mitigated by PWM requiring reporting of personal securities trades by its employees for review by the employee's supervisor or the CCO. We have also adopted written policies and procedures to detect the misuse of material, non-public information. In addition the Code of Ethics governs Gifts and Entertainment given by and provided to the Advisor, outside employment activities of employees, Employee reporting, sanctions for violations of the Code of Ethics, and records retention requirements for various aspects of the Code of Ethics.

D. Personal Trading at Same Time as Client

While Phalanx Partners allows our employees to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients, these trades are typically aggregated with Client orders or traded afterwards. **At no time, will Phalanx Partners or any associated person of Phalanx Partners, transact in any security to the detriment of any Client.**

Item 12 – Brokerage Practices

A. Recommendation of Custodian[s]

PWM does not have discretionary authority to select the broker-dealer/custodian for custodial and execution services or the administrator for defined contribution accounts. The Client will select the broker-dealer or custodian (herein the "custodian") to safeguard Client assets and authorize PWM to direct trades to this custodian as agreed in the investment advisory agreement. Further, PWM does not have the discretionary authority to negotiate commissions on behalf of our Clients on a trade-by-trade basis.

Where PWM does not exercise discretion over the selection of the custodian, it may recommend the custodian[s] to Clients for execution and/or custodial services. Clients are not obligated to use the recommended custodian and will not incur any extra fee or cost associated with using a broker not recommended by PWM. PWM may recommend a custodian based on criteria such as, but not limited to, reasonableness of commissions charged to the Client, services made available to the Client, and location of the custodian's offices. PWM does not receive research services, other products, or compensation as a result of recommending a particular broker that may result in the Client paying higher commissions than those obtainable through other brokers.

PWM typically recommends to Clients that they established their brokerage account[s] at Fidelity Institutional Brokerage Services ("Fidelity"). Fidelity is independent and unaffiliated SEC-registered broker-dealers and FINRA members. Fidelity offers independent investment Advisors services, which include custody of securities, trade execution, clearance and settlement of transactions. PWM receives some benefits from Fidelity through its participation in the program. PWM considers a number of factors in selecting and/or recommending brokers and custodians for its Clients' accounts, including, but not limited to, execution capability, experience and financial stability, reputation and the quality of services provided. PWM is not affiliated with, or related to, any Fidelity.

PWM assists certain Clients with the management of 529 Plans. In these instances, PWM generally recommends and invests Clients assets in the American Funds or Fidelity.

Following are additional details regarding the brokerage practices of the Advisor:

1. **Soft Dollars** - Soft dollars are revenue programs offered by broker-dealers whereby an advisor enters into an agreement to place security trades with the broker in exchange for research and other services. **PWM does not participate in soft dollar programs sponsored or offered by any broker-dealer.**

2. **Brokerage Referrals** - PWM does not receive any compensation from any third party in connection with the recommendation for establishing a brokerage account.

3. **Directed Brokerage** - All Clients are serviced on a “directed brokerage basis”, where PWM will place trades within the established account[s] at the custodian designated by the Client. Further, all Client accounts are traded within their respective brokerage account[s]. The Advisor will not engage in any principal transactions (i.e., trade of any security from or to the Advisor’s own account) or cross transactions with other Client accounts (i.e., purchase of a security into one Client account from another Client’s account[s]). In selecting the custodian, PWM will not be obligated to select competitive bids on securities transactions and does not have an obligation to seek the lowest available transaction costs. These costs are determined by the designated custodian.

B. Aggregating and Allocating Trades

The primary objective in placing orders for the purchase and sale of securities for Client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the broker. PWM will execute its transactions through an unaffiliated broker-dealer selected by the Client. PWM may aggregate orders in a block trade or trades when securities are purchased or sold through the same broker-dealer for multiple (discretionary) accounts. If a block trade 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 in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently advantage or disadvantage particular Client accounts.

Item 13 – Review of Accounts

A. Frequency of Reviews

Mr. Woodland, Chief Compliance Officer of the Advisor, monitors accounts on a regular and continuous basis. Formal reviews are generally conducted at least annually or more or less frequently depending on the needs of the Client.

B. Causes for Reviews

In addition to the investment monitoring noted in Item 13.A., each Client account shall be reviewed at least annually. Reviews may be conducted more or less frequently at the Client’s request. Accounts may be reviewed as a result of major changes in economic conditions, known changes in the Client’s financial situation, and/or large deposits or withdrawals in the Client’s account. The Client is encouraged to notify PWM if changes occur in his/her personal financial situation that might adversely affect his/her investment plan. Additional reviews may be triggered by material market, economic or political events.

C. Review Reports

The Client will receive brokerage statements no less than quarterly from the trustee or custodian. These brokerage statements are sent directly from the custodian to the Client. The Client may also establish electronic access to the custodian’s website so that the Client may view these reports and their account activity. Client brokerage statements will include all positions, transactions and fees relating to the Client’s account[s]. The Advisor may also provide Clients with periodic reports regarding their holdings, allocations, and performance.

Item 14 - Client Referrals and Other Compensation

A. Compensation Received by PWM

Mr. Woodland is also a registered representative of Phalanx Trading, LLC of Topsfield, MA. Phalanx Trading, LLC is a registered broker-dealer (CRD No. 2263508), member FINRA, SIPC. In his separate capacity as a registered representative, Mr. Woodland will typically receive commissions for the implementation of recommendations for commissionable transactions.

General Partner of Limited Partnership

Mr. Woodland is a managing member of Walker Partners LLC, Grove Realty Partners LLC, Riversky Realty Partners LLC, WS Advantage LLC and Founders Circle LLC. These LLC's own individual properties, residential real estate and commercial properties. The LLC's do not compensate Mr. Woodland or PWM.

Certain advisory Clients of PWM are also investors in these Limited Partnerships.

Participation in Institutional Advisor Platform

PWM has established an institutional relationship with Fidelity Institutional Wealth Services ("Fidelity") to assist the Advisor in managing Client account[s]. Access to the Fidelity Institutional platform is provided at no charge to the Advisor. The Advisor receives access to software and related support without cost because the Advisor renders investment management services to Clients that maintain assets at Fidelity. The software and related systems support may benefit the Advisor, but not its Clients directly. In fulfilling its duties to its Clients, the Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits from a custodian creates a potential conflict of interest since these benefits may influence the Advisor's recommendation of this custodian over one that does not furnish similar software, systems support, or services.

Additionally, the Advisor may receive the following benefits from Fidelity: receipt of duplicate Client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its institutional participants; 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.

B. Client Referrals from Solicitors

PWM does not engage paid solicitors for Client referrals.

Item 15 – Custody

PWM does not accept or maintain custody of any Client accounts, except for authorized deduction of the Advisor's fees. All Clients must place their assets in a qualified custodian. Clients are required to select their own custodian to retain their funds and securities and direct PWM to utilize that custodian for the Client's security transactions. For more information about custodians and brokerage practices, see "Item 12 - Brokerage Practices."

Item 16 – Investment Discretion

PWM may have discretion over the selection and amount of securities to be bought or sold in Client accounts without obtaining prior consent or approval from the Client. However, these purchases or sales may be subject to specified investment objectives, guidelines, or limitations previously set forth by the Client and agreed to by PWM. Discretionary authority will only be authorized upon full disclosure to the Client. The granting of such authority will be evidenced by the Client's execution of an investment advisory agreement containing all applicable limitations to such authority. All discretionary trades made by PWM will be in accordance with each Client's investment objectives and goals.

In some instances, PWM manages accounts on a non-discretionary basis. In these instances PWM provides recommendations to clients and if recommendations are approved, PWM will implement in accordance with the Client's instructions.

Item 17 – Voting Client Securities

PWM does not accept proxy-voting responsibility for any Client.

Item 18 – Financial Information

Neither PWM, nor its management, have any adverse financial situations that would reasonably impair the ability of PWM to meet all obligations to its Clients. Neither PWM, nor any of its advisory persons, has been subject to a bankruptcy or financial compromise. PWM is not required to deliver a balance sheet along with this Disclosure Brochure, as the firm does not collect advance fees of \$500 for services to be performed six months or more in advance.

Item 19 – Requirements for State Registered Advisors

A. Background of Principal Officer

The President and Chief Compliance Officer of PWM is Brian A. Woodland, born in 1971, is a dedicated Portfolio Manager for Client accounts of PWM.

Mr. Woodland earned a Bachelor's from University of Massachusetts in Finance.

Additional information regarding Mr. Woodland's employment history is included below.

Employment History:

President and Chief Compliance Officer, Phalanx Wealth Management, LLC	03/2009 to Present
Registered Representative, Phalanx Trading, LLC	02/2008 to Present
Woodland Asset Management	03/2006 to 06/2008
Winslow, Evans & Crocker, Inc.	09/2005 to 04/2006
Salomon Smith Barney	07/2000 to 09/2005

B. Other Business Activities of Principal Officer

Broker-Dealer Affiliation

Mr. Woodland also serves as registered representatives of Phalanx Trading, LLC of Topsfield, MA. Phalanx Trading, LLC is a registered broker-dealer (CRD No. 2263508), member FINRA, SIPC. In his separate capacity as registered representative, Mr. Woodland will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Woodland. Neither the Advisor nor Mr. Woodland will earn investment advisory fees in connection with any services implemented in his separate capacity as a registered representative where commissions are also earned.

General Partner of Limited Partnership

Mr. Woodland is a managing member of Walker Partners LLC, Grove Realty Partners LLC, Riversky Realty Partners LLC, WS Advantage LLC and Founders Circle LLC. These LLC's own individual properties, residential real estate and commercial properties. In some instances managing these types of partnership may represent a potential conflict of interest. Mr. Woodland does not receive any compensation in connection with his role in the aforementioned limited partnerships. The entities do not pay any fees to Mr. Woodland or the Advisor to avoid any potential conflicts of interest.

C. Performance Fee Calculations

PWM does not charge performance-based fees for its investment advisory services. The fees charged by PWM are as described in Item 5 – Fees and Compensation above and are not based upon the capital appreciation of the funds or securities held by any Client.

D. Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding PWM or Brian A. Woodland. Neither PWM nor Mr. Woodland has ever been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against PWM or Mr. Woodland

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes;

fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and / or dishonest, unfair or unethical practices. *As previously noted, there are no legal, civil or disciplinary events to disclose regarding PWM or Mr. Woodland.*

However, we do encourage you to independently view the background of Mr. Woodland on the Investment Adviser Public Disclosure website at <http://adviserinfo.sec.gov>. Select Investment Adviser Search from the left navigation menu. Then select the option for Investment Adviser Representative and enter **2263508** in the field labeled "Individual CRD Number".

E. Material Relationships with Issuers of Securities

Neither PWM nor Mr. Woodland has any relationships or arrangements with issuers of securities.



Form ADV Part 2B – Individual Disclosure Brochure

for

**Brian A. Woodland
President and Chief Compliance Officer**

Effective: May 26, 2015

This Brochure Supplement provides information about the background and qualifications of Brian A. Woodland (CRD# **2263508**) in addition to the information contained in the Phalanx Wealth Management, LLC d/b/a Phalanx Partners ("PWM" or the "Advisor") **Disclosure Brochure**. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Disclosure Brochure or this Brochure Supplement, please contact us at (978) 887-5981 or by email at petermulholland@pxwealth.com.

Additional information about Mr. Woodland is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

The President and Chief Compliance Officer of PWM is Brian A. Woodland. Mr. Woodland, born in 1971, is dedicated to servicing Clients of PWM. Mr. Woodland earned Bachelors Finance from the University of Massachusetts in 1993. Additional information regarding Mr. Woodland's employment history is included below.

Employment History:

President and Chief Compliance Officer, Phalanx Wealth Management, LLC	03/2009 to Present
Registered Representative, Phalanx Trading, LLC	02/2008 to Present
Woodland Asset Management	03/2006 to 06/2008
Winslow, Evans & Crocker, Inc.	09/2005 to 04/2006
Salomon Smith Barney	07/2000 to 09/2005

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding PWM or Brian A. Woodland. Neither PWM nor Mr. Woodland has ever been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against PWM or Mr. Woodland

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. *As previously noted, there are no legal, civil or disciplinary events to disclose regarding PWM or Mr. Woodland.*

However, we do encourage you to independently view the background of Mr. Woodland on the Investment Adviser Public Disclosure website at <http://adviserinfo.sec.gov>. Select "Investment Adviser Search" from the left navigation menu. Then select the option for "Individual" and enter **2263508** in the field labeled "Individual Name or CRD#".

In addition, Clients may contact the Commonwealth of Massachusetts Securities Division at (617) 727-3548 to obtain the disciplinary history of PWM and its personnel.

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Woodland also serves as registered representatives of Phalanx Trading, LLC of Topsfield, MA. Phalanx Trading, LLC is a registered broker-dealer (CRD No. 2263508), member FINRA, SIPC. In his separate capacity as registered representative, Mr. Woodland will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Woodland. Neither the Advisor nor Mr. Woodland will earn investment advisory fees in connection with any services implemented in his separate capacity as a registered representative where commissions are also earned.

General Partner of Limited Partnership

Mr. Woodland is a managing member of Walker Partners LLC, Grove Realty Partners LLC, Riversky Realty Partners LLC, WS Advantage LLC and Founders Circle LLC. These LLC's own individual properties, residential real estate and commercial properties. In some instances managing these types of partnership may represent a potential conflict of interest. Mr. Woodland does not receive any compensation in connection with his role in the aforementioned limited partnerships. The entities do not pay any fees to Mr. Woodland or the Advisor to avoid any potential conflicts of interest.

Item 5 – Additional Compensation

Mr. Woodland receives additional compensation from his business activities listed in Item 4 above.

Item 6 – Supervision

Mr. Woodland serves as the Chief Compliance Officer of PWM. The Advisor's contact information is included on the cover of this Brochure Supplement.

PWM has implemented a Code of Ethics and internal compliance that guide each employee in meeting their fiduciary obligations to Clients of PWM. Further, PWM is subject to regulatory oversight by various agencies. These agencies require registration by PWM and its employees. As a registered entity, PWM is subject to examinations by regulators, which may be announced or unannounced. PWM is required to periodically update the information provided to these agencies and to provide various reports regarding firm business and assets.

Item 7 – Requirements for State Registered Advisors

Mr. Woodland does not have any additional information to disclose.



Form ADV Part 2B – Individual Disclosure Brochure

for

**Peter E. Mulholland
Investment Advisor Representative**

Effective: May 26, 2015

This Brochure Supplement provides information about the background and qualifications of Peter E. Mulholland (CRD# **2213796**) in addition to the information contained in the Phalanx Wealth Management, LLC d/b/a Phalanx Partners ("PWM" or the "Advisor") **Disclosure** Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Disclosure Brochure or this Brochure Supplement, please contact us at (978) 887-5981 or by email at petermulholland@pxwealth.com.

Additional information about Mr. Mulholland is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

Peter E. Mulholland is an Investment Advisor Representative of PWM. Mr. Mulholland, born in 1969, is dedicated to advising Client of PWM. Mr. Mulholland earned a B.A. from the University of New Hampshire in 1991. Additional information regarding Mr. Mulholland's employment history is included below.

Employment History:

Investment Advisor Representative, Phalanx Wealth Management, LLC	04/2009 to Present
Registered Representative, Phalanx Trading, LLC	04/2009 to Present
Relationship Manager, Portfolio Advisory Services, Fidelity Strategic Advisors	01/1992 to 04/2009

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding PWM or Peter Earl Mulholland. Neither PWM nor Mr. Mulholland has ever been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against PWM or Mr. Mulholland.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and / or dishonest, unfair or unethical practices. *As previously noted, there are no legal, civil or disciplinary events to disclose regarding PWM or Mr. Mulholland.*

However, we do encourage you to independently view the background of Mr. Mulholland on the Investment Adviser Public Disclosure website at <http://adviserinfo.sec.gov>. Select "Investment Adviser Search" from the left navigation menu. Then select the option for "Individual" and enter 2213796 in the field labeled "Individual Name or CRD#".

In addition, Clients may contact the Commonwealth of Massachusetts Securities Division at (617) 727-3548 to obtain the disciplinary history of PWM and its personnel.

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Mulholland also serves as registered representatives of Phalanx Trading, LLC of Topsfield, MA. Phalanx Trading, LLC is a registered broker-dealer (CRD No. 2263508), member FINRA, SIPC. In his separate capacity as registered representative, Mr. Mulholland will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Mulholland. Neither the Advisor nor Mr. Mulholland will earn investment advisory fees in connection with any services implemented in his separate capacity as a registered representative where commissions are also earned.

Town of Topsfield

Mr. Mulholland also works for the Town of Topsfield as the Animal Inspector. As Animal Inspector, his role is to be collecting the town census for the farms in Topsfield each fall. This is a part-time role where he spends 1-2 hours per week, mostly on the weekends.

Other Business

Mr. Mulholland lives on a working farm and works on the farm outside of business hours.

Item 5 – Additional Compensation

Mr. Mulholland receives additional compensation from his business activities listed in Item 4 above.

Item 6 – Supervision

Mr. Mulholland serves as Investment Advisor Representative of PWM. Chief Compliance Officer, Brian A. Woodland, supervises Mr. Mulholland. The Advisor's contact information is included on the cover of this Brochure Supplement.

PWM has implemented a Code of Ethics and internal compliance that guide each employee in meeting their fiduciary obligations to Clients of PWM. Further, PWM is subject to regulatory oversight by various agencies. These agencies require registration by PWM and its employees. As a registered entity, PWM is subject to examinations by regulators, which may be announced or unannounced. PWM is required to periodically update the information provided to these agencies and to provide various reports regarding firm business and assets.

Item 7 – Requirements for State Registered Advisors

Mr. Mulholland does not have any additional information to disclose.



Form ADV Part 2B – Individual Disclosure Brochure

for

**William C. Imhoff
Investment Advisor Representative**

Effective: May 26, 2015

This Brochure Supplement provides information about the background and qualifications of William C. Imhoff (CRD# **1948272**) in addition to the information contained in the Phalanx Wealth Management, LLC d/b/a Phalanx Partners ("PWM" or the "Advisor") **Disclosure** Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Disclosure Brochure or this Brochure Supplement, please contact us at (978) 887-5981 or by email at petermulholland@pxwealth.com.

Additional information about William C. Imhoff is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

Phalanx Wealth Management, LLC
Suite 202, 7 Grove St. * Topsfield, MA 01983
Phone: (978) 887-5981 * Fax: (978) 887-2928
www.pxwealth.com

Item 2 – Educational Background and Business Experience

William C. Imhoff is an Investment Advisor Representative of PWM. Mr. Imhoff, born in 1963, is dedicated to serving the Clients of PWM. Mr. Imhoff earned a B.S. in Finance from University of Utah in 1986. Additional information regarding Mr. Imhoff's employment history is included below.

Employment History:

Investment Advisor Representative, Phalanx Wealth Management, LLC	03/2013 to Present
Compliance Officer, Phalanx Trading, LLC	12/2011 to Present
Compliance Officer, Elm Capital USA, Limited	05/2011 to 01/2012
Business Development & Compliance Consultant, Imhoff Consulting Project, LLC	01/2007 to 11/2011
Regional Sales Director, Regulatory Compliance, LLC	10/2005 to 11/2006
Vice President of Sales and Marketing, Yorkraft Incorporated	09/1997 to 09/2005

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Imhoff. Mr. Imhoff has never been involved in any regulatory, civil or criminal action. There have been no Client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Imhoff.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. *As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Imhoff.* However, we do encourage you to independently view the background of Mr. Imhoff on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov. Select Investment Adviser Search from the left navigation menu. Then select the option for Investment Adviser Representative and enter **1948272** in the field labeled "Individual CRD Number".

In addition, Clients may contact the Commonwealth of Massachusetts Securities Division at (617) 727-3548 to obtain the disciplinary history of PWM and its personnel.

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Imhoff also serves as registered representatives of Phalanx Trading, LLC of Topsfield, MA. Phalanx Trading, LLC is a registered broker-dealer (CRD No. 2263508), member FINRA, SIPC. In his separate capacity as registered representative, Mr. Imhoff will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Imhoff. Neither the Advisor nor Mr. Imhoff will earn investment advisory fees in connection with any services implemented in his separate capacity as a registered representative where commissions are also earned.

Item 5 – Additional Compensation

Mr. Imhoff receives additional compensation from his business activities listed in Item 4 above.

Item 6 – Supervision

Mr. Imhoff serves as the Registered Investment Advisor of Phalanx Partners and is supervised by Mr. Woodland, the Chief Compliance Officer. Mr. Woodland can be reached at (978) 887-5981.

Phalanx Partners has implemented a Code of Ethics and internal compliance that guide each employee in meeting their fiduciary obligations to Clients of Phalanx Partners. Further, Phalanx Partners is subject to

regulatory oversight by various agencies. These agencies require registration by Phalanx Partners and its employees. As a registered entity, Phalanx Partners is subject to examinations by regulators, which may be announced or unannounced. Phalanx Partners is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

Item 7 – Requirements for State Registered Advisors

Mr. Imhoff does not have any additional information to disclose.

Privacy Policy

Effective: May 26, 2015

Our Commitment to You

Phalanx Wealth Management, LLC d/b/a Phalanx Partners ("PWM") is committed to safeguarding the use of your personal information that we have as your Investment Advisor. PWM (referred to as "we", "our" and "us" throughout this notice) protects the security and confidentiality of the personal information we have and make efforts to ensure that such information is used for proper business purposes in connection with the management or servicing of your account. Our relationship with you is our most important asset. We understand that you have entrusted us with your private information, and we do everything we can to maintain that trust.

We do not sell your non-public personal information to anyone. Nor does PWM provide such information to others except for discrete and proper business purposes in connection with the servicing and management of your account as discussed below.

Details of our approach to privacy and how your personal non-public information is collected and used are set forth in this privacy policy.

The Information We Collect About You

You typically provide personal information when you complete the paperwork required to become our Client. This information may include your:

• Name and address	• Assets
• E-mail address	• Income
• Phone number	• Account balance
• Social security or taxpayer identification number	• Investment activity
	• Accounts at other institutions

In addition, we may collect non-public information about you from the following sources:

- Information we receive on Brokerage Agreements, Managed Account Agreements and other Subscription and Account Opening Documents;
- Information we receive in the course of establishing a customer relationship including, but not limited to, applications, forms, and questionnaires;
- Information about your transactions with us or others

Information About You That PWM Shares

PWM works to provide products and services that benefit our customers. We may share non-public personal information with non-affiliated third parties (such as brokers and custodians) as necessary for us to provide agreed services and products to you consistent with applicable law. We may also disclose non-public personal information to other financial institutions with whom we have joint business arrangements for proper business purposes in connection with the management or servicing of your account. In addition, your non-public personal information may also be disclosed to you, persons we believe to be your authorized agent or representative, regulators in order to satisfy PWM's regulatory obligations, and is otherwise required or permitted by law. Lastly, we may disclose your non-public personal information to companies we hire to help administrate our business. Companies we hire to provide services of this kind are not allowed to use your personal information for their own purposes and are contractually obligated to maintain strict confidentiality. We limit their use of your personal information to the performance of the specific service we have requested.

To repeat, we do not sell your non-public personal information to anyone.

Information About Former Clients

PWM does not disclose, and does not intend to disclose, non-public personal information to non-affiliated third parties with respect to persons who are no longer our clients.

Confidentiality and Security

Our employees are advised about the firm's need to respect the confidentiality of our customers' non-public personal information. Additionally, we maintain physical, procedural and electronic safeguards in an effort to protect the information from access by unauthorized parties.

We'll Keep You Informed

We will send you notice of our privacy policy annually for as long as you maintain an ongoing relationship with us. Periodically we may revise our privacy policy, and will provide you with a revised policy if the changes materially alter the previous privacy policy. We will not, however, revise our privacy policy to permit the sharing of non-public personal information other than as described in this notice unless we first notify you and provide you with an opportunity to prevent the information sharing. You may obtain a copy of our current privacy policy by contacting us at (978) 887-5981 or via email at petermulholland@pxwealth.com.

Phalanx Wealth Management, LLC

Suite 202, 7 Grove St. * Topsfield, MA 01983

Phone: (978) 887-5981 * Fax: (978) 887-2928

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