

**FORM ADV Uniform Application for Investment Adviser Registration**  
**Part 2A: Investment Adviser Brochure**  
**Item 1: Cover Page**

**Sterling Wealth Advisors, LLC**

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Firm CRD# 269892

September 28, 2017

**This brochure provides information about the qualifications and business practices of Sterling Wealth Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at the phone number listed above.**

**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. Please note, where this brochure may use the terms "registered investment adviser" and/or "registered", registration itself does not imply a certain level of skill or training.**

**Additional information about the firm is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)**

## **Item 2 Material Changes**

The purpose of this Item 2 is to disclose material changes that have been made to this Brochure since the last annual update of this Brochure.

Updated Items since its annual amended filing dated March 29, 2016:

- Item 12 was updated to further describe aggregated orders and to included services received from Schwab that generally only benefit SWA.
- Effective August 2016, SWA has moved to a new location at 42 Broadway, Suite 3A, New York, NY, 10004

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## **Item 4 Investment Advisory Business**

### **Investment Advisory Services**

Established in 2015 Sterling Wealth Advisors, LLC ("SWA"), The Registrant is principally owned by Clifford Sterling, and David Mangone the Registrant's Managing Members, and Lee Sterling, Member.

SWA provides investment advisory services to clients on a discretionary and non-discretionary basis, which include individuals, trusts, estates, charitable organizations, corporations, other registered advisers, and other business entities with separately managed accounts. These services may include individual portfolio management services and investment advisory services relating to asset allocation, application of specific investment strategies across relevant portfolios, and monitoring and reporting of portfolio performance to clients on a periodic basis.

SWA will honor any reasonable investment restrictions on investing in certain securities or types of securities imposed by the client in writing.

SWA also serves as a sub-advisor to other registered investment advisors on a discretionary and non-discretionary basis. These services are negotiated on a case-by-case basis but are dedicated to either one of the strategies noted below, liquidity management or in a similar strategy that is complimentary to the other strategies provided.

Client accounts are managed according to the stated goals and objectives of each client, their liquidity needs, risk tolerance, and with respect given to any tax and/or legal implications. SWA also manages two specific strategies as set forth below:

#### **MBS Strategy**

The Advisor's focus is on agency mortgage backed securities ("MBS") and seeks tailored risk adjusted returns depending on each client's investment objectives, financial circumstances, and risk tolerance. The firm seeks to opportunistically identify intrinsic value or trading opportunities due to market inefficiencies in the residential mortgage backed securities market.

We generally use a buy and hold strategy however we occasionally sell bonds if an opportunity arises. Agency MBS include products such as Principal Inverses, Inverse Interest Only ("IIO") Securities, Interest Only (IO) Securities, Principal Only ("PO") Securities, as well as other securities that have variable coupons. We may from time to time invest in non-agency Collateralized Mortgage Obligations ("CMOs") to take advantage of inefficiencies in the credit market.

We may or may not use hedges to manage interest rate risk depending on the investment objectives and strategies employed in the individual Separately Managed Accounts which may include various fixed income derivatives including but not limited to; SWAPs, Forwards, Options, and Swaptions. The use of hedges is disclosed in each investment management agreement.

#### **Equities Strategy**

The Advisor's equity strategy focuses primarily on equity investments with higher than average dividends or that are real estate/MBS related. These include publicly traded REITs, closed end funds, preferred shares, business development companies, and other high dividend producing equities. The Advisor analyzes these securities using fundamental and relative value analysis.

We *may* provide limited consultation services to our investment management clients on investment and non-investment related matters that are generally ancillary to the investment management process. Any such consultation services, to the extent rendered, shall be rendered exclusively on an unsolicited basis, for which we shall usually not receive any separate or additional fee.

As of December 31, 2016, we provide continuous management services for \$42,455,228 in client assets on a discretionary basis, and \$3,034,531 in client assets on a non-discretionary basis.

## **Item 5 Fees and Compensation**

### **Investment Advisory Services**

SWA is generally compensated for its services based on two types of fees: (i) an investment management fee assessed on total regulatory assets under management, and (ii) a performance fee as described below. Accounts initiated or terminated during a calendar quarter may be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

The investment management fee is based upon an annual percentage of assets under management and charged quarterly by SWA to a client. This percentage varies by client, but is typically between 1 - 1.5% annually. Fees are deducted from the client account by the qualified account custodian, pursuant to written authorization by the client, and payment of the fee is reflected in the custodian's statement. Fees are charged in advance based on the market value of assets under management on the last trading day of each prior calendar quarter. In any partial calendar quarter, fees are prorated based on the number of days in which the account is open during the quarter. The Registrant generally requires a minimum annual fee of \$5000.00 (\$1250.00 quarterly) for investment advisory services.

The performance fee is a share of the net profits in the client's account. This percentage varies by client, but is typically 10-20% annually, net of expenses. Please refer to Item 6, below, for a more detailed description of performance or incentive fees, and related conflicts of interest.

The specific manner in which fees are charged by SWA is established in each client's written investment advisory agreement. All fees are subject to negotiation and sub-adviser relationships are negotiated on a case-by-case basis. All material terms of the relationship will be included in the written investment advisory agreement executed by the client.

The Registrant, in its sole discretion, may reduce its minimum fee and/or charge a lesser investment management fee or waive a portion of the investment management fee. Where clients may incur additional expense from brokerage-based activities, clients should be aware that all custodial and execution fees remain separate and distinct from those fees charged by SWA for its asset management services.

SWA and/or clients may terminate the account agreement, in whole or in part, at any time with 30 days written notice. Upon termination, any fees paid in advance will be prorated to the date of termination and any excess shall be refunded to clients. Client agreements with SWA remain non-transferable unless consented-to in writing by the client.

As discussed below, unless the client directs otherwise or an individual client's circumstances require, the Registrant shall generally recommend that Charles Schwab & Co., Inc. ("*Schwab*") serve as the custodian for client investment management assets. Broker-dealers such as *Schwab* charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e. transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions). Clients

will incur, in addition to Registrant's investment management fee, brokerage commissions and/or transaction fees, and, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses).

### **Trade-away/Prime Broker Fees**

Relative to its investment management services, when beneficial to the client, individual fixed income transactions may be effected through broker-dealers other than the account custodian, in which event, the client generally will incur both the fee (commission, mark-up/mark-down) charged by the executing broker-dealer and a separate "trade-away" and/or prime broker fee charged by the account custodian (*Schwab*).

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

As noted in Item 5, SWA may receive an annual performance fee, which is calculated as a share of net profits (which includes unrealized appreciation of the client's assets) and determined on the last business day of each fiscal year. The performance fee is payable annually in arrears (or upon termination if not at a fiscal year-end), in respect of each twelve month performance period.

Clients who reside in the United States and who are charged performance fees or allocations are required to be qualified clients as defined under the Advisers Act.

In order for SWA to receive a performance fee, for certain clients, SWA must achieve capital appreciation within the account. SWA will charge performance fees in adherence with a high water mark, which means that no performance fee will be earned unless the performance exceeds the previously achieved high water mark where performance fees were charged. The high water mark will be used in order to prevent a scenario whereby SWA could receive a performance fee merely for recouping prior losses. A full description of the entire fee arrangement will be disclosed to the client in such client's investment management agreement. Fees generally are deducted directly from the client's account, as specified in the relevant investment management agreement. SWA's receipt of performance fees is intended to align SWA's interests with those of its clients, and, to provide SWA with a greater incentive to manage assets well. The nature of the performance fee, however, creates a potential conflict of interest between SWA, its associated persons, and clients in that it may create an incentive for SWA to make investments that are riskier or more speculative than would be the case in the absence of a performance fee.

To the extent SWA values any such securities or instruments it has a conflict of interest as SWA will receive higher management fees and performance fees if it gives such securities and instruments a higher valuation. SWA may receive increased compensation with regard to unrealized appreciation as well as realized gains in the client's account, depending on the specific time periods and the nature of any preferred returns. Where any part of SWA's compensation is based in part on the unrealized appreciation of securities or instruments for which market quotations are not readily available, SWA shall disclose how such securities or instruments will be valued and the extent to which the valuation will be determined independently.

In addition, in the event that SWA manages an account from which it collects Performance Fees and also manages at the same time an account from which it does *not* collect Performance Fees, SWA has an incentive to favor accounts for which it receives the performance fee because it will receive a greater profit from the accounts which are charged performance fees. Therefore, SWA has an incentive to allocate investments that are expected to be more profitable to accounts from which it collects performance fees, on the one hand, and that are riskier on the other hand, since in both scenarios, SWA may receive greater fees if the investment generates a positive return. Notwithstanding the foregoing, SWA does not favor accounts that pay Performance Fees.

SWA does not represent that the amount of the performance fees or the manner of calculating the performance fees is consistent with other performance related fees charged by other investment advisers under the same or similar circumstances. The performance fees charged by SWA may be higher or lower than the performance fees charged by other investment advisers for the same or similar services.

In addition, firm policy requires personnel to treat each account equally. As reflected within the firm's Code of Ethics, this policy is acknowledged by firm personnel and enforced by firm management. Please see Item 11 for further information about the firm's Code of Ethics.

## **Item 7 Types of Clients**

The Registrant's clients shall generally include individuals, pensions and profit sharing plans, trusts, corporations, other investment advisers, estates and charitable organizations. The Registrant generally requires a minimum annual fee of \$5000.00 (\$1250.00 quarterly) for investment advisory services. The Registrant, in its sole discretion, may reduce its minimum fee and/or charge a lesser investment management fee.

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

SWA gathers in-depth research prepared internally and/or provided by third parties to make assessments about the marketplace in general. SWA uses fundamental analysis to make investment decisions. Fundamental analysis is a general assessment based upon various factors including sale price, asset value, market structure, and history. SWA will analyze the financial condition, capabilities of management, earnings, new products and services, as well as the company's markets and position amongst its competitors in order to determine the recommendations made to clients. The primary risk in using fundamental analysis is that while the overall health and position of a company may be good, market conditions may negatively impact the security.

The Registrant may utilize the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)
- Trading
- Margin

Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by the Registrant) will be profitable or equal any specific performance level(s).

However, every method of analysis has its own inherent risks. To perform an accurate market analysis the Registrant must have access to current/new market information. The Registrant has no control over the dissemination rate of market information; therefore, unbeknownst to the Registrant, certain analyses may be compiled with outdated market information, severely limiting the value of the Registrant's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

The Registrant's primary investment strategies - Long Term Purchases and Short Term Purchases, Trading and Margin transactions - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop.

Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy.

Margin transactions and the use of leverage, while the use of margin may increase the portfolio's returns it also has the potential to increase the portfolio's losses. Margin transactions are not suitable for every investor. Before SWA uses margin, SWA first ascertains the suitability of the use of margin for the client given the client's risk appetite, investment objective, age, financial resources, and other factors.

SWA's investment approach, and the use of derivatives, equity and fixed income securities have different risk profiles. Before investing on behalf of a client SWA reviews the client's risk profile, financial situation, investment objective and time horizon. These risks are dependent of the specific client portfolio and may include but are not limited to the following risks:

#### **Asset Allocation Risk**

SWA offers an asset allocation strategy and the amount invested in various asset classes of securities may change over time. Clients are subject to the risk that the SWA may allocate assets to an asset class that under performs other asset classes.

#### **Below Investment Grade Bond Risk**

Below investment grade bonds, otherwise known as high yield bonds ("junk bonds"), generally have a greater risk of principal loss than investment grade bonds. Below investment grade bonds are often considered speculative and involve significantly higher credit risk and liquidity risk. The value of these bonds may fluctuate more than the value of higher-rated debt obligations, and may decline significantly in periods of general economic difficulty or periods of rising interest rates.

#### **Call Risk**

Call risk is the risk that a bond issuer will redeem its callable bonds before they mature. Call risk is greater during periods of falling interest rates because the bond issuer can call the debt and reissue the debt at a lower rate. This action may reduce the Client's income because it may have to reinvest the proceeds at lower interest rates.

#### **Credit Risk**

Credit risk is the risk that the issuer of the debt obligation will be unable to make interest or principal payments on time. A decrease in an issuer's credit rating may cause a decline in the value of the debt obligations held.

#### **Derivatives Risk**

The use of derivatives, such as futures, forwards, options and swaps, involves risks different from, or possibly greater than the risks associated with investing directly in securities. Prices of derivatives can be volatile and may move in unexpected ways, especially in unusual market conditions. Some derivatives are particularly sensitive to changes in interest rates. In addition, there may be imperfect or even negative correlation between the price of the derivatives contract and the price of the underlying securities. Other risks arise from the potential inability to terminate or sell derivative positions. Further, derivatives could result in loss if the counterparty to the transaction does not perform as promised.

#### **Hedging Risk**

Derivatives used to hedge a position or a portfolio may not provide an effective hedge of the underlying securities or indices because changes in the prices of derivatives may not track those of the securities or indices they are intended to hedge.

#### **Interest Rate Risk**



The value of debt obligations will typically fluctuate with interest rate changes. These fluctuations can be greater for debt obligations with longer maturities. When interest rates rise, debt obligations will generally decline in value and you could lose money as a result. Periods of declining or low interest rates may negatively impact the Client's yield.

**Inverse floaters and Inverse IOs**

Clients will be exposed to additional risk to the extent that SWA uses inverse floaters and inverse IOs, which are debt securities with interest rates that reset in the opposite direction from the market rate to which the security is indexed. These securities are more volatile and more sensitive to interest rate changes than other types of debt securities. If interest rates move in a manner not anticipated by SWA, clients could lose all or substantially all of its investment in inverse IOs.

**Liquidity Risk**

Liquidity risk is the risk that holdings which are considered to be illiquid may be difficult to value. Illiquid holdings also may be difficult to sell, both at the time or price desired.

**Mortgage-Backed Securities Risk**

The value of the mortgage-backed securities (commercial and residential) may fluctuate significantly in response to changes in interest rates. In periods of falling interest rates, underlying mortgages may be paid early, lowering the potential total return, and, during periods of rising interest rates, the rate at which the underlying mortgages are pre-paid may slow unexpectedly, causing the maturity of the mortgage-backed securities to increase and their value to decline.

**Prepayment Risk**

The issuer of certain securities may repay principal in advance, especially when yields fall. Changes in the rate at which prepayments occur can affect the return on investment of these securities. When debt obligations are prepaid or when securities are called, SWA may have to reinvest in securities with a lower yield. SWA also may fail to recover additional amounts (i.e., premiums) paid for securities with higher coupons, resulting in an unexpected capital loss.

CMOs and stripped mortgage-backed securities, including those structured as IOs and POs, are more volatile and may be more sensitive to the rate of prepayments than other mortgage related securities. The structure of some of these securities may be complex and there may be less available information than other types of debt securities.

Principal Only ("PO"). This security is created by splitting a mortgage-backed security into its interest and principal payments. The principal payments create a string of cash flows which are sold at a discount to investors. These investors will receive the principal portions of the monthly mortgage payments from the underlying pool of loans. The yield on a PO strip depends on the prepayment speed of the underlying loan. The faster the principal is repaid, the higher the yield an investor will receive. The slower the principal is repaid, the lower the yield an investor will receive. Since the investor benefits from faster repayment speeds, he or she is protected from contraction risk. This means that, unlike a usual bond, the investor will benefit from decreases in the interest rate, whereas a rising interest rate environment is typically riskier to the investor.

PO strips receive the entire mortgage principal and only the mortgage principal.

- PO strips have a known dollar amount but an unknown timing.
- The PO strip will be sold to investors at a significant discount to the gross principal balance; the discount amount will be based on the level of interest rates and the prepayment speed.
- Generally, PO strip bonds are more volatile than conventional MBS.
- Declining interest rates increase PO repayment speed, lowering the discount rate and increasing the PO price.
- Rising interest rates cause prepayments to decelerate and increases the discount rate applied to cash flows, thus lowering the PO price.
- The yield on PO strips varies based on the prepayment speed. The higher the prepayment, the faster the principal is repaid, and the higher is the yield for the investors.
- The investor is protected from the contraction risk.

Interest Only ("IO"). The interest portion of mortgage, Treasury or bond payments, which is separated and sold individually from the principal portion of those same payments. The periodic payments of several bonds can be "stripped" to form synthetic zero-coupon bonds. An IO strip might be part of a larger collateralized mortgage obligation (CMO), asset-backed security (ABS) or collateralized debt obligation (CDO) structure. IO strip investors receive only the interest component of the mortgages in the security pool.

- Assuming that a mortgage is held to maturity, the IO payments would be very high in the early years and very low in the later years.
- High prepayments tend to reduce IO values.
- As interest rates decline and prepayments increase, less dollars of interest are paid to IO investors, so IO prices can drop when interest rates decline.
- As interest rates increase, prepayments decrease, so mortgages last longer and the total dollars paid to IO holders rises; therefore IO prices can rise when interest rates rise.

## **Item 9 Disciplinary Information**

Rule 206(4)-4 of the Investment Advisers Act of 1940 requires investment advisers to provide clients with disclosure as to any legal or disciplinary activities deemed material to the client's evaluation of the adviser. Please note, neither the firm nor its personnel have any disciplinary, regulatory, criminal, civil, or otherwise reportable history to disclose at this time.

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

SWA's management persons and its investment adviser representatives are also registered representatives of Tribal Capital Markets, LLC ("Tribal"), a FINRA registered broker-dealer. SWA has a services agreement with Tribal under which it pays Tribal for facilities. SWA's management persons and investment adviser representatives are compensated by Tribal for their services provided to Tribal.

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

SWA and/or its representatives may purchase or sell investments for their personal accounts that they have similarly recommended to clients. A conflict of interest exists in such cases because we have the incentive to potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our firm nor persons associated with our firm shall have priority over your account in the purchase or sale of securities.

Pursuant to Rule 204A-1 of the Investment Advisers Act of 1940, SWA has adopted a Code of Ethics that sets forth the basic policies of ethical conduct for all managers, officers, and employees of the firm. The Code of Ethics describes the firm's fiduciary duties and obligations to clients, and sets forth the firm's practice of supervising the personal securities transactions of employees who maintain access to client information. SWA collects and maintains records of securities holdings and transactions made by employees. The firm reviews the personal trading practices of its employees to identify and resolve any potential or realized conflicts of interest. A copy of SWA's Code of Ethics is available upon request.

### **Principal Transactions**

SWA directs trades to Tribal, who acts as principal, buys securities from (or sells securities to) our clients in regard to certain restructuring transactions (see; Restructuring Transactions below). These transactions presents a conflict of interest as both SWA's employees as well as Tribal earn transactional fees (mark-ups or mark-downs) from such transactions and has an incentive to execute client orders in this manner. SWA addresses this conflict in the following manner:

1. SWA will only trade as principal when SWA believes the transaction is in the best interest of our clients;
2. SWA believes the transaction fulfills the Company's duty of best execution with respect to the particular transaction; and
3. Prior to the completion of such a trade SWA shall make disclosures to our effected clients regarding:
  - a. the price of the security,
  - b. other best quoted prices,
  - c. any commission, mark-up, or mark-down ; and
  - d. obtain our client's consent.

### **Agency Cross Transactions**

An agency cross transaction for an advisory client occurs when we, or one of our affiliates, acts as a broker for a transaction in which one of our advisory clients is on one side of the transaction and another person (not an advisory client) is on the other side of the transaction. We may, when we consider the transaction to be in your best interest, execute such transactions. We could receive compensation from each party to the transaction, and would therefore have a conflict of interest. Clients may revoke the authorization to effect agency cross transactions at any time by providing us with written notice. In circumstances where we execute an agency cross transaction, we undertake to confirm that the buyer and seller are not related parties and that the transactions are executed at market price. We will review all trades executed as an agency cross for compliance with our best execution policy.

### **Cross Transactions**

A "cross transaction" refers to a transaction in which an adviser causes the purchase and sale of a particular security between two or more client accounts. Cross transactions pose a potential conflict when determining the price for the transaction if we determine an execution price that favors one account over the other. The Company endeavors to eliminate this conflict by executing all cross transactions consistent with its best execution obligation. Typically, cross trades either provide liquidity for clients for securities that are not regularly offered in the open market and/or reduce the spread between the bid and ask price for the security, thereby providing a better execution price for clients than otherwise is available in the open market. We maintain a record of all cross transactions and disclose such transaction to clients as necessary. Clients may revoke the authorization to effect cross transactions at any time by providing us with written notice.

### **Restructuring Transactions**

SWA's employees may utilize their employment at Tribal to assist in executing bond-restructuring transactions. These specific transactions may generate revenue for Tribal and SWA employees in their capacity with Tribal. This creates a potential conflict of interest. These bond-restructuring transactions are generally limited to; new issue CMOs, RE-REMICS and MACR and other Exchange Class exchanges (all mortgaged backed securities or "MBS"). Tribal would take an economic interest in an MBS bond, from this bond would create two or more new bonds, where the new bonds equal the sum or greater than the sum of the original bond. The pricing used for one of the component bonds has an effect on the pricing of the other component bonds. Tribal would work with a third party Broker Dealer who has an open shelf with a government-sponsored enterprise ("GSE") (e.g., Fannie Mae, Freddie Mac or Ginnie Mae) to facilitate the transactions. The third party Broker Dealer will ultimately take ownership of the base bond, execute the restructuring and deliver to Tribal and/or SWA client's custodians the new bonds. These transactions occur when SWA identifies a security that once restructured, one or more of the new bonds are suitable investments for SWA's clients. When one of the new bonds created is not a suitable investment for SWA clients, Tribal will sell the bonds to a non-SWA client. Identifying and executing these transactions assists SWA to purchase suitable bonds for SWA clients that are otherwise unavailable in the market.

## Item 12 Brokerage Practices

### The Custodian and Brokers We Use

SWA does not maintain custody of your assets which we advise (although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (*see Item 15 Custody, below*)). Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We recommend that our clients use Charles Schwab & Co., Inc. (Schwab), a FINRA-registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to.

While we recommend that you use Schwab as custodian/broker, you will decide whether to do so and open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you. Not all advisors require their clients to use a particular broker-dealer or custodian selected by the advisor. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account, as described in the next paragraph.

### How We Select Brokers/Custodians to Recommend

We seek to recommend a custodian/broker who will hold your assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others, these:

- combination of transaction execution services along with asset custody services (generally without a separate fee for custody)
- capability to execute, clear and settle trades (buy and sell securities for your account)
- capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- breadth of investment products made available (stocks, bonds, mutual funds, exchange traded funds (ETFs), etc.)
- availability of investment research and tools that assist us in making investment decisions
- quality of services
- competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them
- reputation, financial strength and stability of the provider
- their prior service to us and our other clients
- availability of other products and services that benefit us, as discussed below (*see "Products and Services Available to Us from Schwab"*)

Based upon an evaluation of some or all of these factors, the firm may execute client trades through broker-dealers that charge fees that are higher than the lowest available fees. The firm may select broker-dealers whose fees may be greater than those charged for similar investments if the firm determines that brokerage services and research materials provided by that broker-dealer warrant the payment of higher fees. The firm may aggregate orders of more than one client if it is determined that aggregation is in the best interests of the clients. Trade aggregation is usually sought to obtain lower commissions and costs or a better transaction price. The firm does not aggregate securities transactions for client accounts unless it believes that aggregation is consistent with its duty to seek best execution and is consistent with the investment objectives and guidelines for the client accounts participating in the trade.

When orders are aggregated, the price paid by each account is the average price of the order. Transaction costs are allocated to each client on a pro rata basis, based upon the ratio of the amount of particular issue of securities allocated to the account to the overall amount of that issue purchased. It is the firm's policy that trades are not allocated in any manner that favors one group of similarly-situated clients over another. Aggregated trades placed with different brokers may be priced differently.

When the market for certain securities is thinly traded it may not be possible to aggregate orders for all clients. Under such situations the Registrant will use a different allocation method that the Registrant believes to be fair. One such method is a rotational process whereby the Registrant may allocate a trade to one or more clients and then allocate the next trade opportunity to clients that did not participate in the earlier allocation.

We may recommend that advisory clients invest in bonds or other securities that Tribal acquires as principal, including in a riskless principal transaction or on an agency cross transaction. In standard principal transactions, the security may be acquired by the firm at a given price and sold to the client at a higher price. The difference is the profit made by employees of SWA or Tribal on the transaction. Due to the potential profit in these transactions, SWA has a conflict of interest. SWA shall enter into these types of transactions with advisory clients only after receiving the written consent of the client. See Item 11 above for more information.

#### **Your Custody and Brokerage Costs dual purchases side by side**

For our clients' accounts it maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. In addition to commissions Schwab charges you a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer.

#### **Products and Services Available to Us from Broker Dealers**

While the firm does not participate in any formal soft dollar arrangements, the firm may receive services other than execution from Schwab or other firms when client trades are placed with such firms. Schwab Advisor Services provides us and our clients with access to its institutional brokerage, trading, custody, reporting and related services, many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us as long as we keep a total of at least \$10 million of our clients' assets in accounts at Schwab. Here is a more detailed description of Schwab's support services:

**Services that Benefit You.** Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

**Services that May Not Directly Benefit You.** Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or some substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software technology, and other services.

**Services that Generally Benefit Only Us.** Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

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

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits such as occasional business entertainment of our personnel.

### **Our Interest in Schwab's Services**

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as we keep a total of at least \$10 million of client assets in accounts at Schwab. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give us an incentive to recommend that you maintain your account with Schwab based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. It is primarily supported by the scope, quality and price of Schwab's services and not Schwab's services that benefit only us. We do not believe that maintaining at least \$10 million of assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

In an effort to eliminate conflicts of interests SWA does not execute trades through its affiliate broker-dealer, Tribal Capital Markets, LCL. Clients may direct SWA to use a brokerage firm other than those recommended by SWA. Clients who direct SWA to use another brokerage should be aware that such direction may cost the client more money, and the client may pay higher commissions as SWA may not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable pricing. Clients should note that our affiliated broker-dealer may charge more or less than other broker-dealers offering similar services.

In recommending its affiliated broker-dealer, SWA may consider number of factors, including: the overall direct net economic result to the client account; the financial strength, integrity, and stability of the executing broker; the ability to achieve prompt and reliable execution at favorable prices; operational efficiency with which the transaction is expected to be effected; the quality and frequency of available research and related services considered to be of value; the ability to effect the transaction where a large block or other complicating factors are involved; and the availability of the executing broker to stand ready to execute possible difficult transactions in the future.

The firm and its personnel stand to benefit monetarily based upon the affiliated broker dealer's trading activity. Where clients pay a fee to SWA, they will also be charged for each trade and incur additional expenses via their relationship with the broker-dealer. Brokerage fees for the affiliated broker-dealer are disclosed to the client, and agreed upon in the execution of the Investment Management Agreement.

### **Item 13 Review of Accounts**

All accounts are monitored on an on-going basis and no less than quarterly, by the Chief Financial Officer and Chief Compliance Officer. Accounts will be reviewed more frequently as necessary to respond to significant changes in client circumstances or changes in market conditions. Triggering factors to warrant more in depth review could include the following:

- awareness of a change in a client's investment objective;
- change in market conditions;
- change in client's employment status;
- re-balancing of assets to maintain proper asset allocation; or
- other activity discovered as the account is normally reviewed.

Clients are encouraged to notify the firm with changes to their personal finances, especially where such changes that might adversely affect the overall investment strategy. SWA may provide quarterly holdings reports in addition to the monthly statements received from the broker-dealer or custodian. The reports will generally include a portfolio appraisal, realized and unrealized gains/losses, income and expenses, contributions and withdrawals, and a performance summary. Clients are encouraged to compare the statements received from SWA to those received from the account's qualified custodian and immediately report any unexplained differences to SWA and/or the custodian, as appropriate.

## **Item 14 Client Referrals and Other Compensation**

Where the firm may utilize the services of certain individuals/entities for the referral of new clients and prospects, the firm has implemented procedures to ensure that the client/prospect has been provided with adequate disclosure regarding any compensation such referral agents might receive from the firm.

Accordingly, each referral agent is required to disclose that they serve as a solicitor for SWA and that there is a compensation arrangement in place for that referral. Each prospect/client will be required to acknowledge in writing that they have received copies of a solicitor's disclosure statement and the firm's Form ADV Part 2 disclosure brochure (this document). There is no increase in fee to cover the cost of such referral arrangements. Clients will remain subject to the fee schedule reflected in Item 5 of this brochure.

SWA does not have any active referral or solicitation arrangements at this time.

SWA receives an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors that have their clients maintain accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (*see Item 12 - Brokerage Practices*). The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

## **Item 15 Custody**

Under government regulations, we are deemed to have custody of your assets if you authorize us to instruct Schwab or any other custodian to deduct our advisory fees directly from your account. Schwab maintains actual custody of your assets. You will receive account statements directly from Schwab at least quarterly. They will be sent to the email or postal mailing address you provided to Schwab. You should carefully review those statements promptly when you receive them. We also urge you to compare Schwab's account statements to the periodic account statements/portfolio reports you will receive from us.

## **Item 16 Investment Discretion**

SWA maintains discretionary authority over the selection and amount of securities to be bought or sold in client accounts without obtaining prior consent or approval from clients. However, these purchases or sales are subject to specified investment objectives, guidelines, or limitations previously set forth by the client and agreed to by the firm.



For some client accounts, SWA does not exercise discretion. In such cases, any purchases and/or sales within the account are subject to specified investment objectives, guidelines, and/or the stipulated limitations previously set forth by the client, and the client must approve any transaction prior to execution. All terms and conditions with respect to the management of client funds are stated within the client agreement.

## **Item 17 Voting Client Securities**

SWA does not vote proxies. Proxy voting material shall be delivered to the client by the custodian. It is the client's prerogative to vote proxies as they see fit.

## **Item 18 Financial Information**

Pursuant to Rule 206(4)-4 of the Investment Advisers Act of 1940, investment advisers are required to disclose certain information about their business practices that might serve as material to the client's decision in choosing an investment adviser. As of the date of this filing, SWA does not require the pre-payment of more than \$1,200 in fees per client, six months or more in advance, nor maintain any financial hardships or other conditions that might impair its ability to meet its contractual obligations to clients.