

# Westshore Wealth

## Firm Brochure - Form ADV Part 2A

*This brochure provides information about the qualifications and business practices of Westshore Wealth. If you have any questions about the contents of this brochure, please contact us at (949) 825-7505 or by email at: [info@westshorewealth.com](mailto:info@westshorewealth.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.*

*Additional information about Westshore Wealth is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Westshore Wealth's CRD number is: 283843.*

Westshore Wealth  
4041 MacArthur Blvd. Suite # 160  
Newport Beach, CA 92660

(949) 825-7505  
[info@westshorewealth.com](mailto:info@westshorewealth.com)  
[www.westshorewealth.com](http://www.westshorewealth.com)

*Westshore Wealth is a registered investment adviser. Registration does not imply a certain level of skill or training.*

9/14/2017

## **Item 2: Material Changes**

- Since our last annual amendment filing on 1/6/2017, we have added further disclosures in item 12 regarding the benefits we receive from our custodian, Charles Schwab & Co.

## Item 3: Table of Contents

|                                                                                                                 |     |
|-----------------------------------------------------------------------------------------------------------------|-----|
| Item 1: Cover Page .....                                                                                        |     |
| Item 2: Material Changes .....                                                                                  | ii  |
| Item 3: Table of Contents .....                                                                                 | iii |
| Item 4: Advisory Business .....                                                                                 | 2   |
| A. Description of the Advisory Firm .....                                                                       | 2   |
| B. Types of Advisory Services .....                                                                             | 2   |
| C. Client Tailored Services and Client Imposed Restrictions .....                                               | 3   |
| D. Wrap Fee Programs .....                                                                                      | 3   |
| E. Assets Under Management .....                                                                                | 3   |
| Item 5: Fees and Compensation .....                                                                             | 4   |
| A. Fee Schedule .....                                                                                           | 4   |
| B. Payment of Fees .....                                                                                        | 5   |
| C. Client Responsibility For Third Party Fees .....                                                             | 5   |
| D. Prepayment of Fees .....                                                                                     | 5   |
| E. Outside Compensation For the Sale of Securities to Clients .....                                             | 6   |
| Item 6: Performance-Based Fees and Side-By-Side Management .....                                                | 6   |
| Item 7: Types of Clients .....                                                                                  | 6   |
| Item 8: Methods of Analysis, Investment Strategies, & Risk of Loss .....                                        | 6   |
| A. Methods of Analysis and Investment Strategies .....                                                          | 6   |
| B. Material Risks Involved .....                                                                                | 7   |
| C. Risks of Specific Securities Utilized .....                                                                  | 8   |
| Item 9: Disciplinary Information .....                                                                          | 10  |
| A. Criminal or Civil Actions .....                                                                              | 10  |
| B. Administrative Proceedings .....                                                                             | 10  |
| C. Self-regulatory Organization (SRO) Proceedings .....                                                         | 10  |
| Item 10: Other Financial Industry Activities and Affiliations .....                                             | 11  |
| A. Registration as a Broker/Dealer or Broker/Dealer Representative .....                                        | 11  |
| B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor ..... | 11  |
| C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests .....      | 11  |
| D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections .....       | 11  |
| Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....            | 11  |
| A. Code of Ethics .....                                                                                         | 11  |
| B. Recommendations Involving Material Financial Interests .....                                                 | 12  |

|          |                                                                                                                       |    |
|----------|-----------------------------------------------------------------------------------------------------------------------|----|
| C.       | Investing Personal Money in the Same Securities as Clients.....                                                       | 12 |
| D.       | Trading Securities At/ Around the Same Time as Clients' Securities .....                                              | 12 |
| E.       | Compliance with DOL Fiduciary Rule .....                                                                              | 12 |
| Item 12: | Brokerage Practices.....                                                                                              | 13 |
| A.       | Factors Used to Select Custodians and/or Broker/Dealers .....                                                         | 13 |
| 1.       | Soft-Dollars and other Benefits .....                                                                                 | 14 |
| 2.       | Brokerage for Client Referrals.....                                                                                   | 14 |
| 3.       | Trade Error Policies .....                                                                                            | 14 |
| 4.       | Clients Directing Which Broker/Dealer/Custodian to Use.....                                                           | 15 |
| B.       | Aggregating (Block) Trading for Multiple Client Accounts .....                                                        | 15 |
| Item 13: | Review of Accounts .....                                                                                              | 15 |
| A.       | Frequency and Nature of Periodic Reviews and Who Makes Those Reviews.....                                             | 15 |
| B.       | Factors That Will Trigger a Non-Periodic Review of Client Accounts.....                                               | 16 |
| C.       | Content and Frequency of Regular Reports Provided to Clients.....                                                     | 16 |
| Item 14: | Client Referrals and Other Compensation .....                                                                         | 16 |
| A.       | Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes) 16 |    |
| B.       | Compensation to Non – Advisory Personnel for Client Referrals.....                                                    | 16 |
| Item 15: | Custody .....                                                                                                         | 16 |
| Item 16: | Investment Discretion .....                                                                                           | 17 |
| Item 17: | Voting Client Securities (Proxy Voting).....                                                                          | 17 |
| Item 18: | Financial Information .....                                                                                           | 17 |
| A.       | Balance Sheet .....                                                                                                   | 17 |
| B.       | Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients .....             | 18 |
| C.       | Bankruptcy Petitions in Previous Ten Years .....                                                                      | 18 |

## **Item 4: Advisory Business**

### **A. Description of the Advisory Firm**

Camino Capital Advisors LLC d/b/a Westshore Wealth (hereinafter “WW”) is a Limited Liability Company. The firm was formed in April 2016, and the principal owner is Ryan Brizendine.

### **B. Types of Advisory Services**

#### ***Portfolio Management Services***

WW offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. WW creates an Investment Policy Statement for each client, which outlines the client’s current situation (income, tax levels, and risk tolerance levels) and then constructs a plan to aid in the selection of a portfolio that matches each client's specific situation. Portfolio management services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

WW evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. WW will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client. We may utilize outside money managers to assist in providing asset management services.

WW seeks to provide that investment decisions are made in accordance with the fiduciary duties owed to its accounts and without consideration of WW’s economic, investment or other financial interests. To meet its fiduciary obligations, WW attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, WW’s policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is WW’s policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent among its clients on a fair and equitable basis over time.

## ***Financial Planning***

Financial plans and financial planning may include, but are not limited to: investment planning; life insurance; tax concerns; retirement planning; college planning; and debt/credit planning.

In offering financial planning, a conflict exists between the interests of the investment adviser and the interests of the client. The client is under no obligation to act upon the investment adviser's recommendation, and, if the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through the investment adviser. This statement is required by California Code of Regulations, 10 CCR Section 260.235.2.

## ***Services Limited to Specific Types of Investments***

WW generally limits its investment advice to mutual funds, fixed income securities, real estate funds (including REITs), equities, ETFs (including ETFs in the gold and precious metal sectors), treasury inflation protected/inflation linked bonds, commodities, non-U.S. securities, venture capital funds or private placements. WW may use other securities as well to help diversify a portfolio when applicable.

## **C. Client Tailored Services and Client Imposed Restrictions**

WW will tailor a program for each individual client. This will include an interview session to get to know the client's specific needs and requirements as well as a plan that will be executed by WW on behalf of the client. WW may use "model portfolios" together with a specific set of recommendations for each client based on their personal restrictions, needs, and targets. Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent WW from properly servicing the client account, or if the restrictions would require WW to deviate from its standard suite of services, WW reserves the right to end the relationship.

## **D. Wrap Fee Programs**

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and other administrative fees. WW does not participate in any wrap fee programs.

## **E. Assets Under Management**

WW has the following assets under management:

| Discretionary Amounts: | Non-discretionary Amounts: | Date Calculated: |
|------------------------|----------------------------|------------------|
| \$132,513,237          | \$5,962,430                | August 31, 2017  |

## Item 5: Fees and Compensation

Lower fees for comparable services may be available from other sources.

### A. Fee Schedule

#### *Portfolio Management Fees*

| Total Assets Under Management | Annual Fees |
|-------------------------------|-------------|
| \$0 - \$2,000,000             | 1.00%       |
| \$2,000,001 - \$5,000,000     | 0.85%       |
| \$5,000,001 - \$10,000,000    | 0.75%       |
| \$10,000,001 - \$25,000,000   | 0.70%       |
| \$25,000,001 - \$50,000,000   | 0.65%       |
| \$50,000,001 - \$100,000,000  | 0.55%       |
| \$100,000,001 - And Up        | 0.45%       |

WW uses the value of the account as of the last business day of the prior billing period, after taking into account deposits and withdrawals, for purposes of determining the market value of the assets upon which the advisory fee is based.

Investment management fees for services provided by Independent Managers will be charged separately by each of the Independent Managers according to the Advisor's or Independent Manager's negotiated fee schedule not to exceed 1.00%. These fees are in addition to the fee schedule published above.

These fees are generally negotiable and the final fee schedule is attached as Section II of the Investment Management Agreement. Clients may terminate the agreement without penalty for a full refund of WW's fees within five business days of signing the Investment Management Agreement. Thereafter, clients may terminate the Investment Management Agreement generally with 30 days' written notice.

#### *Financial Planning Fees*

### ***Fixed Fees***

The negotiated fixed rate for creating client financial plans is between \$1,000 and \$8,000.

### ***Hourly Fees***

The negotiated hourly fee for these services is between \$250 and \$750.

## **B. Payment of Fees**

### ***Payment of Portfolio Management Fees***

Asset-based portfolio management fees are withdrawn directly from the client's accounts with client's written authorization on a quarterly basis, or may be invoiced and billed directly to the client on a quarterly basis. Clients may select the method in which they are billed. Fees are paid in advance.

### ***Payment of Financial Planning Fees***

Financial planning fees are generally debited from client accounts. At our discretion we may consent to accepting payment via check, ACH, or wire transfer as well.

Fixed financial planning fees are paid 100% in advance, but never more than six months in advance.

Hourly financial planning fees are paid in arrears upon completion.

## **C. Client Responsibility For Third Party Fees**

Clients are responsible for the payment of all third party fees (i.e. Outside management fees, custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by WW. Please see Item 12 of this brochure regarding broker-dealer/custodian.

## **D. Prepayment of Fees**

WW collects fees in advance. Refunds for fees paid in advance will be returned within fourteen days to the client via check, or return deposit back into the client's account.

For all asset-based fees paid in advance, the fee refunded will be equal to the balance of the fees collected in advance minus the daily rate\* times the number of days elapsed in the billing period up to and including the day of termination. (\*The daily rate is calculated by dividing the annual asset-based fee rate by 365.)



Fixed fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination.

#### **E. Outside Compensation For the Sale of Securities to Clients**

Neither WW nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

WW does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

### **Item 7: Types of Clients**

WW generally provides advisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals

There is no account minimum for any of WW's services.

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

#### **A. Methods of Analysis and Investment Strategies**

##### ***Methods of Analysis***

WW's methods of analysis include Fundamental analysis, Modern portfolio theory, Quantitative analysis or Technical analysis.

**Fundamental analysis** involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

**Modern portfolio theory** is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various asset.

**Quantitative analysis** deals with measurable factors as distinguished from qualitative considerations such as the character of management or the state of employee morale, such as the value of assets, the cost of capital, historical projections of sales, and so on.

**Technical analysis** involves the analysis of past market data; primarily price and volume.

### ***Investment Strategies***

WW uses long term trading, short term trading, short sales, margin transactions or options trading (including covered options, uncovered options, or spreading strategies).

**Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

## **B. Material Risks Involved**

### ***Methods of Analysis***

**Fundamental analysis** concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

**Modern portfolio theory** assumes that investors are risk adverse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

**Quantitative analysis** Investment strategies using quantitative models may perform differently than expected as a result of, among other things, the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models.

**Technical analysis** attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

### ***Investment Strategies***

WW's use of short sales, margin transactions or options trading generally holds greater risk, and clients should be aware that there is a material risk of loss using any of those strategies.

**Long term trading** is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

**Margin transactions** use leverage that is borrowed from a brokerage firm as collateral. When losses occur, the value of the margin account may fall below the brokerage firm's threshold thereby triggering a margin call. This may force the account holder to either allocate more funds to the account or sell assets on a shorter time frame than desired.

**Options transactions** involve a contract to purchase a security at a given price, not necessarily at market value, depending on the market. This strategy includes the risk that an option may expire out of the money resulting in minimal or no value, as well as the possibility of leveraged loss of trading capital due to the leveraged nature of stock options.

**Short sales** entail the possibility of infinite loss. An increase in the applicable securities' prices will result in a loss and, over time, the market has historically trended upward.

**Short term trading** risks include liquidity, economic stability, and inflation, in addition to the long term trading risks listed above. Frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

**Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

### **C. Risks of Specific Securities Utilized**

WW's use of short sales, margin transactions or options trading generally holds greater risk of capital loss. Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

**Mutual Funds:** Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond "fixed income" nature (lower risk) or stock "equity" nature.

**Equity** investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The

value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

**Fixed income** investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.

**Exchange Traded Funds (ETFs):** An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed “electronic shares” not physical metal) specifically may be negatively impacted by several unique factors, among them (1) large sales by the official sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, (3) a significant change in the attitude of speculators and investors.

**Real estate** funds (including REITs) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by: changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.

**Private placements** carry a substantial risk as they are subject to less regulation than are publicly offered securities. Unlike public securities, there may not be readily available financial statements to analyze, and less third party due diligence available on a given issue. As a result of this, the risk of loss of some, or all of an investor’s principal is significantly increased. Additionally, the market to resell these assets under applicable securities laws may be illiquid, due to restrictions, and the liquidation may be taken at a substantial discount to the underlying value or result in the entire loss of the value of such assets.

**Venture capital funds** invest in start-up companies at an early stage of development in the interest of generating a return through an eventual realization event; the risk is high as a result of the uncertainty involved at that stage of development.

**Commodities** are tangible assets used to manufacture and produce goods or services. Commodity prices are affected by different risk factors, such as disease, storage capacity, supply, demand, delivery constraints and weather. Because of those risk factors, even a well-diversified investment in commodities can be uncertain.

**Options** are contracts to purchase a security at a given price, risking that an option may expire out of the money resulting in minimal or no value. An uncovered option is a type of options contract that is not backed by an offsetting position that would help mitigate risk. The risk for a “naked” or uncovered put is not unlimited, whereas the potential loss for an uncovered call option is limitless. Spread option positions entail buying and selling multiple options on the same underlying security, but with different strike prices or expiration dates, which helps limit the risk of other option trading strategies. Option transactions also involve risks including but not limited to economic risk, market risk, sector risk, idiosyncratic risk, political/regulatory risk, inflation (purchasing power) risk and interest rate risk.

**Non-U.S. securities-** present certain risks such as currency fluctuation, political and economic change, social unrest, changes in government regulation, differences in accounting and the lesser degree of accurate public information available.

**Past performance is not indicative of future results. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

## **Item 9: Disciplinary Information**

### **A. Criminal or Civil Actions**

There are no criminal or civil actions to report.

### **B. Administrative Proceedings**

There are no administrative proceedings to report.

### **C. Self-regulatory Organization (SRO) Proceedings**

There are no self-regulatory organization proceedings to report.

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

### **A. Registration as a Broker/Dealer or Broker/Dealer Representative**

Neither WW nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

### **B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor**

Neither WW nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

### **C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests**

All material conflicts of interest under California Code of Regulations Section 260.238(k) are disclosed regarding the investment adviser, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

### **D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections**

WW may occasionally utilize outside managers to assist in with our asset management services. The fees for these services are in addition to our fee schedule published herein, and will be outlined in a separate agreement to be signed by the client.

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

### **A. Code of Ethics**

WW has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting

Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. WW's Code of Ethics is available free upon request to any client or prospective client.

## **B. Recommendations Involving Material Financial Interests**

WW does not recommend that clients buy or sell any security in which a related person to WW or WW has a material financial interest.

## **C. Investing Personal Money in the Same Securities as Clients**

From time to time, representatives of WW may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of WW to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. WW will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

## **D. Trading Securities At/Around the Same Time as Clients' Securities**

From time to time, representatives of WW may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of WW to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, WW will never engage in trading that operates to the client's disadvantage if representatives of WW buy or sell securities at or around the same time as clients.

## **E. Compliance with DOL Fiduciary Rule**

Our firm provides investment advice to assets affected by the Department of Labor ("DOL") Fiduciary Rule for a level fee. As such, we abide by the Impartial Conduct Standards as defined by the DOL. To comply with these standards, our firm and our advisors give advice that is in our clients' best interest, charge no more than reasonable compensation (within the meaning of ERISA Section 408(b)(2) and Internal Revenue Code Section 4975(d)(2), and make no misleading statements about investment transactions, compensation, conflicts of interest, and any other matters related to investment decisions.

As a level-fee fiduciary, we maintain a non-variable compensation structure that is provided on the basis of a fixed percentage of the value of assets or a set fee that does not vary with the particular investment recommended, as opposed to a commission or other transaction based fee.

## Item 12: Brokerage Practices

### A. Factors Used to Select Custodians and/or Broker/Dealers

Custodians/broker-dealers will be recommended based on WW's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and WW may also consider the market expertise and research access provided by the broker-dealer/custodian, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in WW's research efforts. WW will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian.

### Products and Services Available to Us from Schwab

Schwab Advisor Services (formerly called Schwab Institutional) is Schwab's business serving independent investment advisory firms like us. They provide 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. 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 and other technology that:

- provide access to client account data (such as duplicate trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts;



- provide pricing and other market data;
- facilitate payment of our fees from our clients' accounts; and
- assist with back-office functions, recordkeeping and client reporting.

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, marketing, 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.

WW recommends Schwab Institutional, a division of Charles Schwab & Co., Inc. or Fidelity Brokerage Services LLC.

### ***1. Soft-Dollars and other Benefits***

WW may receive research, products, or other services from custodians and broker-dealers in connection with client securities transactions ("soft dollar benefits"). WW may enter into soft-dollar arrangements consistent with the safe harbor contained in Section 28(e) of the Securities Exchange Act of 1934, as amended. There can be no assurance that any particular client will benefit from soft dollar research, whether or not the client's transactions paid for it, and WW does not seek to allocate benefits to client accounts proportionate to any soft dollar credits generated by the accounts. WW benefits by not having to produce or pay for the research, products or services, and WW will have an incentive to recommend a broker-dealer based on receiving research or services. Clients should be aware that WW's acceptance of soft dollar benefits may result in higher commissions charged to the client.

### ***2. Brokerage for Client Referrals***

WW receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

### ***3. Trade Error Policies***

WW adheres to the following restrictions on trading errors:

- WW will work directly with a broker-dealer or other adviser when correcting any error whether the error was caused by WW, Client, broker-dealer, another

- investment adviser or the account custodian.
- When WW corrects an error, the Client must not be disadvantaged: the Client must be “made whole”.
  - Soft dollars will not be used by us to pay for correcting trading errors.
  - WW will review its WSPs to determine if, in correcting errors, an agency-cross transaction would take place. Should WW find that such a transaction is warranted, WW will ensure that all proper Client disclosures are made and consents obtained, as required in Section 206(3)-2 of the Advisers Act

#### ***4. Clients Directing Which Broker/Dealer/Custodian to Use***

WW may permit clients to direct it to execute transactions through a specified broker-dealer. If a client directs brokerage, then the client will be required to acknowledge in writing that the client’s direction with respect to the use of brokers supersedes any authority granted to WW to select brokers; this direction may result in higher commissions, which may result in a disparity between free and directed accounts; the client may be unable to participate in block trades (unless WW is able to engage in “step outs”); and trades for the client and other directed accounts may be executed after trades for free accounts, which may result in less favorable prices, particularly for illiquid securities or during volatile market conditions. Not all investment advisers allow their clients to direct brokerage.

#### **B. Aggregating (Block) Trading for Multiple Client Accounts**

If WW buys or sells the same securities on behalf of more than one client, then it may (but would be under no obligation to) aggregate or bunch such securities in a single transaction for multiple clients in order to seek more favorable prices, lower brokerage commissions, or more efficient execution. In such case, WW would place an aggregate order with the broker on behalf of all such clients in order to ensure fairness for all clients; provided, however, that trades would be reviewed periodically to ensure that accounts are not systematically disadvantaged by this policy. WW would determine the appropriate number of shares and select the appropriate brokers consistent with its duty to seek best execution, except for those accounts with specific brokerage direction (if any).

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

#### **A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews**

All client accounts for WW's advisory services provided on an ongoing basis are reviewed at least quarterly by Ryan Brizendine, Managing Director, with regard to clients’ respective investment policies and risk tolerance levels. All accounts at WW are assigned to this reviewer.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by Ryan Brizendine, Managing Director. There is only one level of review for financial planning, and that is the total review conducted to create the financial plan.

#### **B. Factors That Will Trigger a Non-Periodic Review of Client Accounts**

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

With respect to financial plans, WW's services will generally conclude upon delivery of the financial plan.

#### **C. Content and Frequency of Regular Reports Provided to Clients**

Each client of WW's advisory services provided on an ongoing basis will receive a quarterly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian. WW will also provide at least quarterly a separate written statement to the client.

Each financial planning client will receive the financial plan upon completion.

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

#### **A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)**

WW does not receive any economic benefit, directly or indirectly from any third party for advice rendered to WW's clients.

#### **B. Compensation to Non – Advisory Personnel for Client Referrals**

WW does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

### **Item 15: Custody**

When advisory fees are deducted directly from client accounts at client's custodian, WW will be deemed to have limited custody of client's assets. Because client fees will be withdrawn directly from client accounts, WW will:

(A) Possess written authorization from the client to deduct advisory fees from an account held by a qualified custodian.

(B) Send the qualified custodian written notice of the amount of the fee to be deducted from the client's account and verify that the qualified custodian sends invoices to the client.

(C) Send the client a written invoice itemizing the fee upon or prior to fee deduction, including the formula used to calculate the fee, the time period covered by the fee and the amount of assets under management on which the fee was based.

Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy. Clients are urged to compare the account statements they received from custodian with those they received from WW.

### **Item 16: Investment Discretion**

WW provides discretionary and non-discretionary investment advisory services to clients. The Investment Management Agreement established with each client sets forth the discretionary authority for trading. Where investment discretion has been granted, WW generally manages the client's account and makes investment decisions without consultation with the client as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share. In some instances, WW's discretionary authority in making these determinations may be limited by conditions imposed by a client (in investment guidelines or objectives, or client instructions otherwise provided to WW. Where WW does not have discretionary authority to place trade orders, WW will secure client permission prior to effecting securities transactions for the client's account.

### **Item 17: Voting Client Securities (Proxy Voting)**

WW will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

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

#### **A. Balance Sheet**

WW neither requires nor solicits prepayment of more than \$1200 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

## **B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients**

Neither WW nor its management has any financial condition that is likely to reasonably impair WW's ability to meet contractual commitments to clients.

## **C. Bankruptcy Petitions in Previous Ten Years**

WW has not been the subject of a bankruptcy petition in the last ten years.