

TL Private Wealth, LLC

Firm Brochure, March 27, 2020 ADV Part 2A

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Frisco, TX 75034

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This brochure provides information about the qualifications and business practices of TL Private Wealth. If you have any questions about the contents of this brochure, please contact us at 682-831-1048 or by email at: brad@tlwealth.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 TL Private Wealth is also available on the SEC's website at www.adviserinfo.sec.gov

TL Private Wealth's CRD number is: 167818

Registration does not imply a certain level of skill or training.

Item 2. Material Changes

The following material changes have taken place since the last filing of this brochure (March 27, 2019):

Information was added regarding an additional firm office location at:

5899 Preston Road Suite 601
Frisco, TX 75034

Information was updated in Item 5. (Fees & Compensation) to better reflect that the firm does not currently engage in hourly fees.

Information was updated in Item 5. (Fees & Compensation) to better reflect that the firm does not currently bill accounts in arrears.

Information was updated in Item 8. A. (Methods of Analysis and Investment Strategies) to better describe the current practices of the firm.

Information was updated in Item 10. C. (Registration Relationships Material to this Advisory Business and Possible Conflicts of Interest) to reflect the fact that Dustin Tondre is no longer a licensed life insurance agent.

Information was updated in Item 12. B. (Aggregating “Block” Trading for Multiple Client Accounts) to reflect that the firm does not engage in block trading for client accounts.

Information was updated in Item 13. A. (Frequency and Nature of Periodic Reviews and Who Makes Those Reviews) to reflect that those updates are conducted semi-annually.

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Item 4. Advisory Business

A. Description of the Advisory Firm

TL Private Wealth is a Limited Liability Company organized in the state of Texas. The firm was formed in May of 2013, and the principal owners are Brad Little and Dustin Richard Tondre.

B. Types of Advisory Services

TL Private Wealth (hereinafter “TLPW”) offers the following services to advisory clients: Investment Supervisory Services

TLPW offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. TLPW 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. Investment Supervisory Services include, but are not limited to, the following:

- Investment Strategy
- Asset Allocation
- Risk Tolerance
- Personal Investment Policy
- Asset Selection
- Regular Portfolio Monitoring

TLPW evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. TLPW 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.

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. These services are included in the annual investment advisory fee paid by the client.

Services Limited to Specific Types of Investments

TLPW generally limits its investment advice and/or money management to mutual funds, equities, bonds, fixed income, debt securities, ETFs, REITs, insurance products including annuities, and government securities. TLPW may use other securities as well to help diversify a portfolio when applicable. Additionally, TLPW may recommend the services of third-party managers to provide investment management on a separately managed account (SMAs). TLPW carefully reviews and researches any SMA managers to ensure they are appropriate for each client's goals and objectives.

C. Client Tailored Services and Client Imposed Restrictions

TLPW offers the same suite of services to all its clients. However, specific client investment strategies and their implementation are dependent upon the client Investment Policy Statement which outlines each client's current situation (income, tax levels, and risk tolerance levels) and is used to construct a client specific plan to aid in the selection of a portfolio that matches 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 TLPW from properly servicing the client account, or if the restrictions would require TLPW to deviate from its standard suite of services, TLPW 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 any other administrative fees. TLPW does not participate in any wrap fee programs.

E. Amounts Under Management

As of March 27, 2019, TLPW had a total of approximately \$176,569,233 in regulatory assets under management. Of its total regulatory assets under management, \$175,414,694 were managed on a discretionary basis while \$1,154,539 were managed on a non- discretionary basis.

Item 5. Fees & Compensation

A. Fee Schedule

Investment Supervisory Services Fees

Total Assets Under Management	Annual Fee
Up to \$1,000,000	1.35%
Next \$2,000,000	0.90%
Next \$2,000,000	0.70%
Next \$5,000,000	0.60%
Next \$10,000,000	0.50%
Above \$20,000,000	Negotiable

These fees are negotiable depending upon the needs of the client and complexity of the situation. The final client fee schedule is attached as Exhibit II of the Investment Advisory Contract. TLPW uses the last day of previous month for purposes of determining the market value of the assets upon which the advisory fee is based. Fees are paid quarterly in advance. Clients may terminate the contract without penalty, for full refund, within five business days of signing the contract. Thereafter, clients may terminate the contract with ten days' written notice.

Refunds are given on a prorated basis, based on the number of days remaining in a month at the point of termination. The fee refunded will be the balance of the fees collected in advance minus the daily rate* times the number of days in the month up to and including the day of termination. (*The daily rate is calculated by dividing the quarterly AUM fee by the number of days in the termination month).

Advisory fees are withdrawn directly from the client's accounts with client written authorization. In cases where Advisor fees are directly deducted, Advisor is required to a.) Obtain client authorization, and b.) Disclose that the custodian will send quarterly invoices to the client wherein Advisor fees are itemized.

Client shall be given thirty (30) days' prior written notice of any proposed increase in fees.

B. Payment of Fees

Payment of Investment Supervisory Fees

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Fees are paid quarterly in advance.

C. Clients are Responsible for Third-Party Fees

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

D. Prepayment of Fees

TLPW collects investment advisory fees in advance.

For all asset-based fees paid in advance the fee refunded will be the balance of the fees collected in advance minus the daily rate* times the number of days in the month up to and including the day of termination. (*The daily rate is calculated by dividing the monthly AUM fee by the number of days in the termination month).

E. Outside Compensation for the Sale of Securities to Clients

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

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

TLPW 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

TLPW generally provides investment advice and/or management supervisory services to the following types of clients:

- Individuals
- High-Net-Worth Individuals

Minimum Account Size

There is an account minimum of \$1,000,000, which may be waived by the investment advisor, based on the needs of the client and the complexity of the situation.

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

A. Method of Analysis & Investment Strategies

Methods of Analysis

TLPW's primarily utilizes fundamental and cyclical analysis when managing client portfolios and selecting investments.

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

Cyclical analysis involved the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Investment Strategies

TLPW's investment philosophy is based on the **Strategic Asset Allocation** process. **Strategic asset allocation** is a portfolio strategy that involves setting target allocations for various asset classes and rebalancing periodically. The portfolio is rebalanced to the original allocations when they deviate from the initial settings due to differing returns from the various assets. Our firm believes in constructing portfolios that are cost-effective, tax-effective, diversified properly and designed for long-term commitment to the defined client strategy.

TLPW may engage in options writing in scenarios where client's have requested the firm execute those transactions on a non-solicited and non-discretionary basis.

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.

Cyclical analysis assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are two-fold: 1) the markets do not always repeat cyclical patterns and 2) if too many investors begin to implement this strategy, it changes the very cycles these investors are trying to exploit.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes. Short term trading and options writing generally hold greater risk and clients should be aware that there is a material risk of loss using any of those strategies.

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

C. Risks of Specific Securities Utilized

TLPW generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets. However, it will utilize options writing.

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. They can be of bond “fixed income” nature (lower risk) or stock “equity” nature (mentioned above).

Equity investment generally refers to buying shares of stocks by an individual or firms in return for receiving a future payment of dividends and capital gains if the value of the stock increases. There is an innate risk involved when purchasing a stock that it may decrease in value and the investment may incur a loss.

Treasury Inflation Protected/Inflation Linked Bonds: The risk of default on these 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.

Fixed Income is an investment that guarantees fixed periodic payments in the future that may involve economic risks such as inflationary risk, interest rate risk, default risk, repayment of principal risk, etc.

Debt securities carry risks such as the possibility of default on the principal, fluctuation in interest rates, and counterparties being unable to meet obligations.

Stocks & Exchange Traded Funds (ETF): Investing in stocks & ETF's carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy).

REITs have specific risks including valuation due to cash flows, dividends paid in stock rather than cash, and the payment of debt resulting in dilution of shares.

Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed “electronic shares” not physical metal): Investing in precious metal ETFs carries the risk of capital loss.

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 other 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.

Short term trading risks include liquidity, economic stability and inflation.

Options writing involves 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 and the possibility of leveraged loss of trading capital due to the leveraged nature of stock options. 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 writing also involves 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.

Past performance is not a guarantee of future returns. 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 SRO proceedings to report.

Item 10. Other Financial Industry Activities & Affiliations

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

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

B. Registrations as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

Neither TLPW nor its representatives are registered as or have pending applications to become a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

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

Brad Little is a licensed insurance agent. From time to time, he will offer clients advice or products from those activities. Clients should be aware that these services pay a commission and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser. TLPW always acts in the best interest of the client, including the sale of commissionable products to advisory clients. Clients are in no way required to implement the plan through any representative of TLPW in such individual's capacity as an insurance agent.

D. Selection of Other Advisors or Managers and How This Advisor is Compensated for Those Selections

TLPW carefully selects third-party managers based on their experience and best fit for the client's objectives and goals. These managers are paid based on an agreed upon asset-based fee detailed in a separate custodial agreement between the client and the third- party manager.

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

A. Code of Ethics

TLPW 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. Our Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

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

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of TLPW may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of TLPW 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. TLPW will always document any transactions that could be construed as conflicts of interest and will always transact client business before their own when similar securities are being bought or sold.

D. Trading Securities At/Around the Same Time

From time to time, representatives of TLPW may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of TLPW 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. TLPW will always transact client's transactions before its own when similar securities are being bought or sold.

Item 12. Brokerage Practices

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

The custodian, TD Ameritrade Institutional, a division of TD Ameritrade, Inc. Member FINRA/SIPC/NFA, was chosen based on their relatively low-cost transactions fees and access to mutual funds and ETFs. TLPW will never charge a

premium or commission on transactions, beyond the actual cost imposed by the custodian.

1. Research and Other Soft-Dollar Benefits

TLPW receives indirect financial assistance from TD Ameritrade Institutional for the costs of third -party research (Orion Advisor Services) in exchange for new account openings with TD Ameritrade Institutional. This arrangement requires TLPW to disclose that it may incentivize TLPW to recommend TDAI based on the soft dollar arrangement. This arrangement benefits all client accounts regardless of their custodial relationship. These services provide research, performance reporting, etc. to TLPW. This services aids in TLPW 's ability to make informed investment decisions. TLPW has conducted in-depth research and due diligence to believe these costs are reasonable.

2. Brokerage for Client Referrals

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

3. Clients Directing Which Broker/Dealer/Custodian to Use

TLPW allows clients to direct brokerage: however, TLPW may recommend custodians. TLPW may be unable to achieve most favorable execution of client transactions if clients choose to direct brokerage. This may cost clients' money because without the ability to direct brokerage TLPW may not be able to aggregate orders to reduce transactions costs resulting in higher brokerage commissions and less favorable prices. Not all investment advisers allow their clients to direct brokerage.

B. Aggregating (Block) Trading for Multiple Client Accounts

TLPW does not utilize block trading. This can impact client accounts in varying ways depending on market conditions and the time at which that client account is traded. Declining to block trade can cause more expensive trades for clients. Client orders will be entered for that client at the time of the account review.

Item 13. Review of Accounts

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

Client accounts are reviewed at least annually by the client's primary advisor and Brad Little. Using a team approach, we review client accounts for adherence to the client's respective investment policy/strategy, risk tolerance levels, objectives, and goals.

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).

C. Content and Frequency of Regular Reports Provided to Clients

Each client will receive at least quarterly from the custodian, a written report that details the client's account including assets held and asset value which will come from the custodian. Additionally, TLPW will provide a monthly portfolio summary that details client asset allocation, top holdings, and performance data.

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)

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

B. Compensation to Non-Advisory Personnel for Client Referrals

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

Item 15. Custody

TLPW, with client written authority, has limited custody of client's assets through direct fee deduction of TLPW's fees only. If the client chooses to be billed directly by TD Ameritrade Institutional, a division of TD Ameritrade, Inc. TLPW would have constructive custody over that account and must have written authorization from the client to do so. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

Item 16. Investment Discretion

For those client accounts where TLPW will have investment discretion, the client has given TLPW written discretionary authority over the client's accounts with respect to securities to be bought or sold and the amount of securities to be bought or sold. Details of this relationship are fully disclosed to the client before any advisory relationship has commenced. The client provides TLPW discretionary authority via a discretionary investment management clause in the Investment Advisory Contract and/or a limited power of attorney clause in the contract between the client and the custodian. In the case of SMAs, TLPW can select, terminate or change managers. Any third -party manager agreement (including additional management fees) will be detailed in the investment advisory agreement.

Item 17. Voting Client Securities (Proxy Voting)

TLPW 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

TLPW does not require nor solicit prepayment of more than \$500 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

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

Neither TLPW nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

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