



SWS Partners, LLC
Form ADV Part 2A, Appendix 1 – SWS Private Client Wrap Fee Program
Brochure
March 24, 2020

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This wrap fee program brochure provides information about the qualifications and business practices of SWS Partners, LLC. If you have any questions about the contents of this brochure, please contact us at 614-670-5733 or admin@swspartners.net. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

You can find more information about SWS Partners, LLC at the SEC’s website www.adviserinfo.sec.gov. The firm’s SEC File No. is 801-107254.

Item 2 – Material Changes

This is our first wrap fee program brochure, so there are no material changes at this time. In the future, this Item will be used to provide you with a summary of new and/or updated information. You will receive a summary of any material changes to this wrap fee program brochure within 120 days of the close of our fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary. There are no material changes at this time.

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Item 4 – Services, Fees and Compensation

About Us

SWS Partners, LLC (“we,” “us” or “SWS”) is an Ohio limited liability company owned by James F. Parker (45%), Philip Kessler (45%), and Michael Stafford (10%). SWS has been providing investment advisory services since November 2015.

Wrap Fee Program Services

SWS Private Client

SWS Private Client services is offered exclusively as a wrap fee program. In our wrap fee program, we will provide direct discretionary portfolio management services for your account. Because the wrap program fee is based on the amount of assets in your account and is not commission-based (i.e., you are not charged a fee for each individual transaction in your account), you may trade in certain investment products without incurring separate brokerage commissions or transaction charges.

SWS’s private client services are designed to meet the challenging and diverse needs of its high net worth clients. These services are available to those high net worth clients that have committed at least \$2,000,000 to SWS for portfolio management, and is offered exclusively as a wrap fee program. Please see Appendix 1 of this Part 2A disclosure brochure for details on the wrap fee program.

SWS private clients receive the following:

- Individually managed tactical portfolios constructed from ETFs and individual equities.
- Two calls per year from financial planner.
- Client can call planner on an unlimited basis.
- Real-time investment report incorporating performance measurement of the investments in accordance with the client’s investment objectives through SWS 360, a performance, aggregation, and reporting tool offered by SWS.

SWS will work with you and your legal and tax advisors to assist with issues covering one or more of the following topics:

- Estate/Trust planning – Working with your advisors to assist in the development of an appropriate estate/ trust plan.
- Insurance – Assistance with wealth transition and business succession, long-term care.
- Tax and legal advice – If requested, providing recommendations appropriate service providers.
- Banking – Assistance in establishing banking relationships, lending and credit facilities, and related services to meet your investment and business needs.
- Alternative Investments – SWS will recommend alternative investment managers that meet the client’s needs, including direct partnerships and fund of funds. SWS

will also provide ongoing review of the managers and recommendations of new managers.

Clients establishing a wrap fee account with SWS must open a securities brokerage and/or custody account and complete a new account agreement with Charles Schwab & Co., Inc. ("Schwab"). If we manage your account or retain a third-party investment manager to manage your account, all transactions will be executed through Schwab.

We help clients select an appropriate strategy for managing their assets and financial affairs. SWS will then manage the assets in the wrap fee account in accordance with the chosen strategy. In selecting investments, we consider each client's risk tolerance, funding needs and investment limitations.

Wrap Fee Program Fees

We charge wrap fee program clients a single fee calculated as a percentage of the assets in the account. The fee covers investment management services and the costs of executing trades. If SWS directly manages your account, we retain the entire fee to compensate us for our investment management services and to reimburse us for transaction charges assessed by Schwab through which we execute trades in your account. If assets have been allocated to a third-party investment manager, we pay a portion of the fee to that investment manager. The portion of the fee paid to third party investment managers will vary depending on the manager selected and the rate we are able to negotiate with that manager. We anticipate that the fees paid to third party managers will range between approximately 0.35% to 0.75% of assets under management, but we may negotiate a fee with a particular manager that is not within that range. The fee you will pay depends on a variety of factors, including the amount of the fees charged by the third-party manager (if applicable), the volume of transaction activity in your account, the value of other services provided under the arrangement, the type and size of your account and the total amount of assets we manage for you. Accounts with multiple objectives, specific reporting requirements, portfolio restrictions, and other complexities may be charged a higher fee.

In determining whether to establish a wrap fee program account, you should be aware that the overall cost to you of the program may be higher or lower than the cost you might incur by purchasing separately the types of securities and services available in the program. In order to compare the cost of our wrap fee program with unbundled services, you should consider the following factors:

- trading activity associated with our investment strategies or those of third party investment managers
- the fees charged by other investment advisers for investment advisory services
- brokerage commissions that would be charged by Schwab, or at other broker-dealers

Depending upon the total wrap fee charged by our firm (as described more fully in the table below), the amount of portfolio activity in your account, and the value of investment advisory and other services provided, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately and/or if we were to negotiate transaction fees and seek best price and execution of transactions for your individual account. In

addition, because our firm must absorb any transaction fees in wrap fee program accounts, we may have a disincentive to trade heavily in those accounts.

The SWS Partners Private Client standard fee schedule is below. Fees shown are on an annual basis. We reserve the right to negotiate a different fee for your account.

Client Aggregate Assets	Annual Fee Range*
\$2,000,001 - \$5,000,000	0.95%
Over \$5,000,000	0.75%

*Financial planning services are included in this fee.

The SWS Partners Open Architecture Managed Account Program (presently not being offered to clients or prospective clients) standard fee schedule is below. Fees shown are on an annual basis. We reserve the right to negotiate a different fee for your account.

Client Aggregate Assets	Annual Fee Range	Third-Party Money Manager Fee	Total
\$2,000,001 - \$5,000,000	0.95%	0.65%	1.60%
Over \$5,000,000	0.75%	0.50%	1.25%

Our fees are paid quarterly in advance and are based on the market value of the assets in your account at the beginning of the calendar quarter. We will deduct our fees directly from your account at your financial institution. If you have insufficient cash in your account to pay our fee, we may sell certain of your account assets to pay the fee. Fees are pro-rated for partial periods. If you terminate your agreement with us during a quarter, we will refund a pro rata portion of the fee you paid for that quarter, based on the number of days between the end of the notice period and the end of the quarter.

Important Disclosure – Custodian Investment Programs

Please be advised that the firm utilizes Schwab as its primary custodian, which is described in detail under Section 12 of this Part 2A disclosure brochure. Under this arrangement we can access certain investment programs offered by our custodian that offer certain compensation and fee structures that create conflicts of interest of which clients need to be aware. Please note the following:

Limitation on Mutual Fund Universe for Custodian Investment Programs: Please note that as a matter of policy we prohibit the receipt of revenue share fees from any mutual funds utilized for our advisory clients' portfolios. Nonetheless, if the firm decides to take these 12b-1 fees in the future, please note the following: There are certain programs offered by our custodian in which the firm participates that limit the types of mutual funds and mutual fund share classes to those in which our custodian has negotiated the receipt of 12b-1 and/or other revenue sharing fee payments from the mutual fund issuer or sponsor. As such, a client's investment options may be limited in certain of these programs to those mutual funds and/or mutual fund share classes that pay 12b-1 fees and other revenue sharing fee

payments, and the client should be aware that the firm is not selecting from among all mutual funds available in the marketplace when recommending mutual funds to the client. Such fees are deducted from the net asset value of the mutual fund and generally, all things being equal, cause the fund to earn lower rates of return than those mutual funds that do not pay revenue sharing fees. The client is under no obligation to utilize such programs or mutual funds. Although many factors will influence the type of fund to be used, the client should discuss with their investment adviser representative whether a share class from a comparable mutual fund with a more favorable return to investors is available that does not include the payment of any 12b-1 or revenue sharing fees given the client's individual needs and priorities and anticipated transaction costs. In addition, the receipt of such fees can create conflicts of interest in instances (i) where our adviser representative is also licensed as a registered representative of a broker-dealer and receives a portion of 12b-1 and or revenue sharing fees as compensation – such compensation creates an incentive for the investment adviser representative to use programs which utilize funds that pay such additional compensation; and (ii) where the broker-dealer receives the entirety of the 12b-1 and/or revenue sharing fees and takes the receipt of such fees into consideration in terms of benefits it may elect to provide to the firm, even though such benefits may or may not benefit some or all of the firm clients.

Additional Disclosure Concerning Wrap Programs: In addition, our custodian offers certain wrap fee programs that (i) allow our investment adviser representatives to select mutual fund classes that either have no transaction fee costs associated with them but include embedded 12b-1 fees that lower the investor's return ("sometimes referred to as "A-Shares," depending on the mutual fund issuer), or (ii) allow the use of mutual fund classes that have transaction fees associated with them but do not carry embedded 12b-1 fees (sometimes referred to as "I-Shares," depending on the mutual fund sponsor). Our wrap fee programs offer investment services and related transaction services for one all-inclusive fee (except as may be described elsewhere in this Brochure). The trading costs are typically absorbed by the firm and/or the investment representative. If a client's account holds A-Shares within a wrap fee program, the firm and/or its investment adviser representative avoids paying the transaction fees charged by other mutual fund classes, which in effect decreases the firm's costs and increases its revenues from the account. Effectively the cost is transferred to the client from the firm in the form of a lower rate of return on the specific mutual fund. This creates an incentive for the firm or investment adviser to utilize such funds as opposed to those funds that may be equally appropriate for a client but do not carry the additional cost of 12b-1 fees borne by the client. As a policy matter, the firm does not allow funds that impose 12b-1 or revenue sharing fees on the client's investment within its wrap fee programs. Should a client prefer an A-Share class or mutual fund share class that has embedded 12b-1 and/or revenue sharing fees, then the utilization of such funds within the wrap fee program requires specific written client consent acknowledging the conflict. Clients should understand and discuss with their investment adviser representative the types of mutual fund share classes available in the wrap fee program and the basis for using one share class over another in accordance with their individual circumstances and priorities.

Other Fees

The wrap fee does not include annual account fees or other administrative fees, such as wire fees, certain odd-lot differentials, transfer taxes, transaction fees mandated by the Securities Act of 1934, postage and handling fees, and charges imposed by law with regard to transactions in your account; and advisory fees, expenses or sales charges (loads) of mutual funds (including money market funds), closed-end investment companies or other managed investments, if any, held in your account. The wrap fee also does not cover certain costs associated with securities transactions in the over-the-counter market such as mark-up, mark-down, or spread and odd-lot differentials or transfer taxes imposed by law.

Your account may be invested in exchange traded funds (“ETFs”), other investment companies (like mutual funds), or private investment funds, such as hedge funds and private equity funds. These investment vehicles may charge internal management fees and expenses, which are disclosed in their prospectuses or offering documents. These fees are not shared with SWS. We evaluate these relative annual costs as a part of our investment decision making process. You could invest in an ETF, other investment company, or private investment fund directly. In that case, you would not receive the services we provide, which are designed in part to help you determine which, if any, investment funds are best suited to your financial condition and objectives. You should review the fees charged by the investment funds and our fees to fully understand the total amount of fees you will pay and to evaluate the advisory services we provide.

Compensation for Recommending the Program

We have no arrangements in place under which persons recommending our wrap fee program are entitled to receive additional compensation as a result of clients’ participation.

External Compensation for the Sale of Securities to Clients

SWS’s advisory professionals are compensated primarily through a salary and bonus structure.

Assets Under Management

As of December 31, 2019, SWS manages \$211 million of discretionary assets and \$0 of non-discretionary assets.

Item 5 – Account Requirements and Types of Clients

For SWS Private Client, the minimum portfolio value is \$2 million. Access to actively managed tactical equity portfolios requires a minimum investment of \$1 million.

SWS’s wrap fee program services are offered to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, financial institutions and small businesses.

Item 6 – Portfolio Manager Selection and Evaluation

As stated above, we help clients select an appropriate strategy for managing their assets and financial affairs. The strategy chosen may be an SWS strategy or a strategy developed and implemented by a third-party investment manager. SWS, or the third-party investment manager, will then manage the assets in the wrap fee account in accordance with the chosen strategy.

Because we or a third party may serve as portfolio manager under our wrap fee program, we face a conflict of interest in that we may be incentivized to select SWS as the portfolio manager due to the fees that we would receive. We address this conflict of interest by (i) working with you to select the most appropriate strategy for you (whether or not that is a SWS strategy) based on your risk tolerance, funding needs, investment limitations, and other factors; and by (ii) evaluating the performance of strategies managed by our investment adviser representatives in a manner similar to that used to monitor strategies managed by third party investment managers, as described below.

Selection and Evaluation of Third Party Investment Managers

As sponsor of a wrap fee program, SWS evaluates information about the third-party investment managers it selects to manage client assets in the open architecture program. We generally review a variety of different resources, which may include the manager's public disclosure documents, materials supplied by the managers themselves, and other third party analyses we believe to be reputable. To the extent possible, SWS seeks to assess a third-party investment manager's investment strategies, past performance and risk results in relation to our clients' individual portfolio allocations and risk exposures. We also take into consideration each third-party investment manager's reputation, financial strength, reporting, pricing, and research capabilities, among other related factors.

On a quarterly basis, we monitor the performance of accounts managed by third party investment managers by reviewing the account statements and trade confirmations produced by the applicable Financial Institutions, as well as other performance information furnished by the managers. Third party managers may be replaced, in whole or in part, to the extent required to ensure account performance is consistent with client objectives and restrictions, if any. We do not verify the accuracy of any performance information furnished by third party managers, and we do not ensure its compliance with presentation standards. You are advised that any performance information you receive from third party investment managers may not be calculated on a uniform and consistent basis.

We advise clients to compare all supplemental materials with the account statements they receive from their respective Financial Institutions. The terms and conditions under which a third-party investment manager is engaged are contained in a separate written agreement between SWS or the client and the third-party investment manager. In addition to this brochure, a client also receives the brochure of the third-party investment manager engaged to manage the client's assets.

Our Wrap Fee Advisory Services

SWS assists its clients in developing an appropriate strategy for managing their assets and financial affairs. We manage client accounts in our wrap fee programs exclusively on a discretionary basis. This individualized approach allows us to work with you to achieve your investment goals.

At the beginning of SWS's relationship with you, we review your current investment portfolio, obtain information necessary to understand your current and expected financial situation, discuss with you your investment history, objectives, special interests and risk tolerance and make recommendations regarding your portfolio. We may also recommend the use of third-party investment managers to manage all, or a portion of the assets.

SWS Private Client

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SWS's private client services are designed to meet the challenging and diverse needs of its high net worth clients. These services are available to those high net worth clients that have committed at least \$2,000,000 to SWS for portfolio management, and is offered exclusively as a wrap fee program. Please see Appendix 1 of this Part 2A disclosure brochure for details on the wrap fee program.

SWS private clients receive the following:

- Individually managed tactical portfolios constructed from ETFs and individual equities.
- Financial planning at no additional charge.
- Two calls per year from financial planner.
- Client can call planner on an unlimited basis.
- Real-time investment report incorporating performance measurement of the investments in accordance with the client's investment objectives through SWS 360, a performance, aggregation, and reporting tool offered by SWS.

SWS will work with you and your legal and tax advisors to assist with issues covering one or more of the following topics:

- Estate/Trust planning – Working with your advisors to assist in the development of an appropriate estate/ trust plan.
- Insurance – Assistance with wealth transition and business succession, long-term care.
- Tax and legal advice – If requested, providing recommendations appropriate service providers.
- Banking – Assistance in establishing banking relationships, lending and credit facilities, and related services to meet your investment and business needs.

- **Alternative Investments** – SWS will recommend alternative investment managers that meet the client’s needs, including direct partnerships and fund of funds. SWS will also provide ongoing review of the managers and recommendations of new managers.

Clients establishing a wrap fee account with SWS must open a securities brokerage and/or custody account and complete a new account agreement with Charles Schwab & Co., Inc. (“Schwab”). If we manage your account or retain a third-party investment manager to manage your account, all transactions will be executed through Schwab.

We help clients select an appropriate strategy for managing their assets and financial affairs. SWS will then manage the assets in the wrap fee account in accordance with the chosen strategy. In selecting investments, we consider each client’s risk tolerance, funding needs and investment limitations.

Performance-Based Fees and Side-By-Side Management

We do not accept “performance-based fees” (i.e., fees based on a share of capital gains on or capital appreciation of your assets).

Methods of Analysis, Investment Strategies and Risk of Loss

The investment strategies employed by SWS share a common philosophy: participate in upside asset price momentum while engaging in systematic methods to avoid substantial losses. The use of downside protection strategies, or portfolios designed primarily to win by avoiding substantial losses, is an approach that has shown to benefit portfolio performance over the long-term. We believe that applying systematic, rules-based investment processes focused on aligning portfolio exposures with trends in capital markets may prove to be a successful investment approach. Our investment philosophy is grounded in a disciplined approach to allocating assets consistently based on what we believe to be the highest probability events. SWS’s investment focus is not on beating the benchmark year after year. We believe that this approach may expose client portfolios to excessive risk. Instead, the SWS attempts to participate in upside asset class trends while focusing on avoiding material losses that may significantly erode a portfolio’s value. We believe this approach may result in portfolio results that beat the benchmark over the long-term, while assuming less risk.

SWS employs both fundamental and technical analysis in developing investment strategies for its clients.

- ***Fundamental Analysis.*** The success of our strategies depends in large part on our ability to accurately assess the fundamental value of securities and capital markets in general. An accurate assessment of fundamental value depends on a complex analysis of a number of economic, financial, operating, legal and other factors. No assurance can be given that we can assess the nature and magnitude of all material factors having a bearing on the value of securities.
- ***Technical Analysis.*** In implementing our investment strategies, we may also utilize technical analysis, which is the study of asset prices and their movement as influenced by the supply and demand for a particular security. Although employing

these techniques may expand the opportunity for gain, it also carries the risks of volatility and loss.

Our research and analysis is derived from numerous sources, including financial media companies, third party research materials, Internet sources, and review of company activities, including annual reports, prospectuses, press releases and third party research.

When we manage client accounts, we generally employ a long-term investment strategy consistent with our client's financial goals. We typically will hold all or a portion of a security for more than a year, but may hold for shorter periods in order to rebalance a portfolio, meet a client's cash needs, or respond to poor investment performance. In addition, SWS may at times buy and sell positions that are more short-term in nature, depending on the goals of the client and/or the fundamentals of the security, sector or asset class. However, we do not utilize frequent trading. Frequent trading may result in higher transactional costs and may cause deterioration in investment performance. Frequent trading also may cause additional tax consequences (i.e., higher taxes) for the client.

In managing a portfolio, SWS principally recommends investment in ETFs, mutual funds, hedge funds and other investment companies or private investment funds, as well as individual equity securities. These securities may be subject to material loss of principal or loss of principal in its entirety.

All investments in securities include a risk of losing your principal (invested amount) and any profits that you have not yet realized. You should be prepared to bear that risk. As you know, the stock and fixed income markets fluctuate substantially over time. In addition, as recent global and domestic economic events have shown, the performance of any investment is not guaranteed.

Voting Client Securities

We do not accept authority to vote client securities. Proxy materials generally will be received by you directly or forwarded to you by your Financial Institution. We encourage you to contact your Financial Institution if you have questions related to proxy materials.

Item 7 – Client Information Provided to Portfolio Managers

Clients participating in our wrap fee program generally provide us with certain nonpublic information, and they grant us the authority to discuss such information with the third-party investment managers engaged to manage their accounts. Depending upon the specific arrangement, you may give us, and we may be authorized to disclose, personal information that includes (without limitation) names, phone numbers, addresses, social security numbers, tax identification numbers and account numbers. We also may ask you for, and share with third party managers, certain information related to your financial positions, investment objectives, risk tolerance and other information in an effort to ensure that investment decisions made for your account remain aligned with your best interests. This information is communicated on an initial and ongoing basis, or as otherwise necessary to the management of our clients' portfolios.

Item 8- Client Contact with Portfolio Managers

We do not impose restrictions on a client's ability to correspond or otherwise communicate with us directly. Our wrap fee program clients generally only communicate with SWS and do not directly contact third party investment managers servicing their accounts.

Item 9 – Additional Information

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management.

SWS has no legal or disciplinary events to report.¹

Other Financial Industry Activities and Affiliations

We are obligated to disclose whether SWS or any of its officers or employees are involved in other financial industry activities, such as those of a broker-dealer, commodity pool operator or a futures commission merchant. We are also obligated to disclose if we receive compensation from other advisers for recommending or selecting those advisers for you.

Our investment adviser representatives are not registered with a broker-dealer, commodity pool operator or a futures commission merchant or an insurance company or agency.

As a wrap fee account sponsor, we do recommend or select third party investment managers to manage all or a portion of your portfolio. However, we do not receive compensation from those third-party investment advisers for recommending or selecting them.

Code of Ethics, Participation in Client Transactions and Personal Trading

We expect our investment adviser representatives to always act in your best interests, and to place your interests ahead of their own. We have adopted a Code of Ethics (the "Code") that sets forth the standard of business conduct expected from each member of our team.

The Code restricts trading in any security for which we believe we may be privy to material non-public information. It also places restrictions on trading by our managers and investment adviser representatives (which we refer to as "personal trading") to prevent any conflict of interest between personal trading and client trading. The Code limits gifts and entertainment, whether received or given, to avoid conflicts of interests. The Code causes all outside business activities of our team members to be disclosed so that potential conflicts can be detected and addressed. Finally, it limits the political contributions of our managers

¹ We note that registered advisers are required to report, in Part 1A of Form ADV, all disciplinary events regardless of whether they are material. SWS has no disciplinary events of any kind to report.

and investment adviser representatives to prevent any potential conflicts in that area as well. All our managers, investment adviser representatives and employees must accept in writing the terms of the Code upon employment, annually, and as amended.

We will provide a copy of the Code to any client or prospective client upon request. If you would like a copy, please contact our Chief Compliance Officer at the telephone number or the address specified on the cover page of this brochure.

The strategies we use to manage client accounts also are used to manage accounts maintained by SWS, its members, investment adviser representatives and employees. As a result, we (or our members, investment adviser representatives and employees) may (i) invest in the same securities or related securities (for example, warrants, options or futures) that we recommend to our clients, (ii) buy or sell securities for our own accounts at the same time that we recommend, buy or sell the same securities for client accounts, or (iii) include buy or sell orders in an aggregated transaction along with client buy or sell orders. To address any potential conflicts of interest from this practice, we may not trade in a manner that would be adverse or detrimental to client trades, and we always allocate partially filled orders to client accounts before allocating to our accounts.

We do not buy or sell for your account securities in which SWS, or its members, investment adviser representatives or employees, have a material financial interest.

Factors Used to Select Broker-Dealers for Client Transactions

Custodian Recommendations

With respect to our wrap fee programs, SWS requires that clients establish brokerage accounts with Charles Schwab & Co., Inc. (“custodian” and/or “Schwab”), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients’ assets and to effect trades for their accounts. Please be advised that this arrangement creates an incentive to minimize trading and therefore transaction costs allowing the firm to retain more of the wrap fee you pay. SWS is independently owned and operated and not affiliated with custodian. For SWS client accounts maintained in its custody, the custodian generally does not charge separately for custody services as the wrap fee that you pay includes applicable trading costs.

Research and Other Soft Dollar Benefits

The firm does not utilize soft dollar services. The custodian provides SWS with access to its institutional trading and custody services, which are typically not available to the custodian’s retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a certain minimum amount of the advisor’s clients’ assets are maintained in accounts at a particular custodian. The custodian’s brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

Other Products and Services

Custodian also makes available to SWS other products and services that benefit SWS but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of SWS's accounts, including accounts not maintained at custodian. The custodian may also make available to SWS software and other technology that

- provide access to client account data (such as trade confirmations and account statements)
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- provide research, pricing and other market data
- facilitate payment of SWS's fees from its clients' accounts
- assist with back-office functions, recordkeeping and client reporting

The custodian may also offer other services intended to help SWS manage and further develop its business enterprise. These services may include

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

The custodian may also provide other benefits such as educational events or occasional business entertainment of SWS personnel. In evaluating whether to recommend that clients custody their assets at the custodian, SWS may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers, and not solely the nature, cost or quality of custody and brokerage services provided by the custodian, which may create a potential conflict of interest.

Independent Third Parties

The custodian may make available, arrange, and/or pay third-party vendors for the types of services rendered to SWS. The custodian may discount or waive fees it would otherwise charge for some of these services or all or a part of the fees of a third party providing these services to SWS.

Additional Compensation Received from Custodians

SWS participates in Schwab's institutional customer program. There is no direct link between SWS's participation in such program and the investment advice it gives to its clients, although SWS receives economic benefits through its participation in the program that are typically not available to retail investors. These benefits may include the following products and services (provided without cost or at a discount):

- Receipt of duplicate client statements and confirmations
- Research-related products and tools

- Consulting services
- Access to a trading desk serving SWS participants
- Access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts)
- The ability to have advisory fees deducted directly from client accounts
- Access to an electronic communications network for client order entry and account information
- Access to mutual funds with no transaction fees and to certain institutional money managers
- Discounts on compliance, marketing, research, technology, and practice management products or services provided to SWS by third-party vendors

Schwab may also pay for business consulting and professional services received by SWS's related persons, and may pay or reimburse expenses (including client transition expenses, travel, lodging, meals and entertainment expenses for SWS's personnel to attend conferences). Some of the products and services made available by Schwab through its institutional customer programs may benefit SWS but may not benefit its client accounts. These products or services may assist SWS in managing and administering client accounts, including accounts not maintained at the custodian as applicable. Other services made available through the programs are intended to help SWS manage and further develop its business enterprise. The benefits received by SWS or its personnel through participation in these programs do not depend on the amount of brokerage transactions directed to the broker-dealer.

SWS may also participate in similar institutional advisor programs offered by other independent broker-dealers or trust companies, and its continued participation may require SWS to maintain a predetermined level of assets at such firms. In connection with its participation in such programs, SWS will typically receive benefits similar to those listed above, including research, payments for business consulting and professional services received by SWS's related persons, and reimbursement of expenses (including travel, lodging, meals and entertainment expenses for SWS's personnel to attend conferences sponsored by the broker-dealer or trust company).

As part of its fiduciary duties to clients, SWS endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by SWS or its related persons in and of itself creates a potential conflict of interest and may indirectly influence SWS's recommendation of broker-dealers such as Schwab for custody and brokerage services.

The Firm's Interest in Schwab's Services

The availability of these services from the custodian benefits the firm because the firm does not have to produce or purchase them. The firm does not have to pay for the custodian's services so long as a certain minimum of client assets is kept in accounts at the custodian. This minimum of client assets may give the firm an incentive to recommend that clients

maintain their accounts with the custodian based on the firm's interest in receiving the custodian's services that benefit the firm's business rather than based on the client's interest in receiving the best value in custody services and the most favorable execution of client transactions. This is a potential conflict of interest. The firm believes, however, that the selection of the custodian as custodian and broker is in the best interest of clients. It is primarily supported by the scope, quality, and price of the custodian's services and not the custodian's services that benefit only the firm.

Brokerage for Client Referrals

SWS does not engage in the practice of directing brokerage commissions in exchange for the referral of advisory clients.

Directed Brokerage

SWS Recommendations

With respect to its wrap fee programs, SWS requires Schwab as custodian for clients' funds and securities and to execute securities transactions on its clients' behalf.

Client-Directed Brokerage

Occasionally, clients may direct SWS to use a particular broker-dealer to execute portfolio transactions for their account or request that certain types of securities not be purchased for their account. Clients who designate the use of a particular broker-dealer should be aware that they will lose any possible advantage SWS derives from aggregating transactions. Such client trades are typically effected after the trades of clients who have not directed the use of a particular broker-dealer. SWS loses the ability to aggregate trades with other SWS advisory clients, potentially subjecting the client to inferior trade execution prices as well as additional commissions in addition to the applicable wrap fee.

Aggregating Securities Transactions for Client Accounts

Best Execution

In managing client wrap fee accounts, SWS has the authority to make all determinations as to securities to be bought and sold, the amounts of securities to be bought or sold, and the broker to be used. As part of its discretionary responsibilities, SWS seeks best execution under the circumstances on each trade placed on your behalf.

Trade Aggregation and Allocation

SWS may aggregate orders for the same securities purchased for a number of client accounts. Trade aggregation is performed to ensure, to the extent possible, optimal execution and consistent results across our client base. Accounts owned by the SWS or its managers, investment adviser representatives or employees may participate in aggregated orders; however, they will not be given preferential treatment. Occasionally, we may only partially fill an aggregated order. Under those circumstances and to the extent it makes practical sense, we allocate the order on a pro rata basis among the applicable client accounts and do

not allocate to firm or employee accounts unless all client orders are fully filled. The allocation of the shares purchased is not based on account performance or the amount or structure of management fees. There may be instances when partially filled orders may adversely affect the size of the position or the price you pay or receive, as compared with the size of the position or price that you would have paid or received had no aggregation occurred.

Review of Accounts

Our investment adviser representatives review client accounts quarterly and may reposition assets to bring the actual allocations closer to the chosen strategy's target allocations, unless the client has requested otherwise. Account transactions are reviewed on an ongoing basis to ensure consistency with client objectives and restrictions, if any. Significant market or client-specific events may cause us to review an account on a more frequent basis. Our investment adviser representatives meet with clients in-person, by telephone or via webcasts on an agreed upon basis, but on at least an annual basis. Clients are encouraged to notify SWS of any changes in their financial situation, needs or investment objectives, or the suitability of the investment strategy developed for them.

Clients receive transaction confirmation notices and regular summary account statements directly from Schwab. SWS also provides clients with periodic reports. These written reports generally contain account holdings, investment results and other data relevant to your account. We urge clients to carefully review these reports and compare the statements received from the Financial Institution with the reports that we provide. The information in our reports may vary from the Financial Institution's statements based on accounting procedures, reporting dates or the valuation methodologies of certain securities.

No Compensation for Client Referrals

We do not currently compensate any person for client referrals.

Other Compensation

Other than the compensation described in Item 4, SWS does not receive any compensation from anyone other than its clients.

Financial Information

In certain circumstances, registered investment advisers are required to provide clients or prospective clients with financial information or disclosures about their financial condition. SWS has no financial commitments that impairs our ability to meet our contractual or fiduciary commitments to you and has never been the subject of any bankruptcy proceeding.