

**Item 1 – Cover Page**

**American Wealth Management**

Registered Investment Advisor

570 Hammill Lane  
Reno, NV 89511

Phone: 775.332.7000

Fax: 775.332.7010

[www.financialhealth.com](http://www.financialhealth.com)

Email: [info@financialhealth.com](mailto:info@financialhealth.com)

12.20.2021

**Part 2A of Form ADV  
Disclosure Brochure**

This brochure provides information about the qualifications and business practices of American Wealth Management. If you have any questions about the contents of this brochure, please contact us at 775.332.7000. 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 American Wealth Management is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for American Wealth Management is 122205.<sup>1</sup>

American Wealth Management is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.<sup>2</sup>

---

<sup>1</sup> This brochure provides information about the qualifications and business practices of American Wealth Management. If you have any questions about the contents of this brochure, please contact us at 775.332.7000. 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 American Wealth Management also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

<sup>2</sup> Registered Investment Adviser does not imply a certain level of skill or training.

## **Item 2 – Material Changes**

This summary of material changes identifies only the material changes to AWM's Form ADV disclosure brochure since its last update on February 5, 2021.

## ***Item 4 – Advisory Business***

Assets – Updated the assets as of October 31, 2021

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

Replaced the word, 'Flexible Portfolio' with 'Flexfolio'

*Other non-material changes may have been made to this Brochure and as such, we encourage you to read this Brochure in its entirety. We will provide you with our current Brochure at any time without charge, upon request.*

---

### **Item 3 – Table of Contents**

<b>ITEM 1 - COVER PAGE.....</b>	<b>1</b>
<b>ITEM 2 - MATERIAL CHANGES.....</b>	<b>2</b>
<b>ITEM 3 - TABLE OF CONTENTS.....</b>	<b>3</b>
<b>ITEM 4 - ADVISORY BUSINESS .....</b>	<b>4</b>
<b>ITEM 5 - FEES AND COMPENSATION .....</b>	<b>8</b>
<b>ITEM 6 – PERFORMANCE BASED FEES AND SIDE BY SIDE MANAGEMENT.....</b>	<b>9</b>
<b>ITEM 7 - TYPES OF CLIENTS .....</b>	<b>10</b>
<b>ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS .....</b>	<b>11</b>
<b>ITEM 9 - DISCIPLINARY INFORMATION.....</b>	<b>20</b>
<b>ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS .....</b>	<b>21</b>
<b>ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING.....</b>	<b>22</b>
<b>ITEM 12 - BROKERAGE PRACTICES .....</b>	<b>23</b>
<b>ITEM 13 - REVIEW OF ACCOUNTS.....</b>	<b>25</b>
<b>ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION .....</b>	<b>26</b>
<b>ITEM 15 - CUSTODY .....</b>	<b>27</b>
<b>ITEM 16 - INVESTMENT DISCRETION .....</b>	<b>28</b>
<b>ITEM 17 - VOTING CLIENT SECURITIES .....</b>	<b>29</b>
<b>ITEM 18 - FINANCIAL INFORMATION.....</b>	<b>30</b>
<b>ITEM 19 - ADDITIONAL INFORMATION.....</b>	<b>31</b>

## **Advisory Business**

Form ADV Part 2A, Item 4

American Wealth Management (AWM) was founded in 1988 and is a SEC registered investment advisor. AWM is a privately held C Corporation with Laif Meidell the principal owner of the firm.

### *Types of Advisory Services*

AWM provides seven principal types of advisory services:

- AWM provides discretionary investment management services directly to individual clients.
- AWM provides financial planning services.
- AWM provides advice to individual clients regarding investment selection of their employer-sponsored retirement plans through the Retirement Allocation Program.
- AWM provides separately managed account services to Financial Advisors and their clients.
- AWM provides model strategies to model strategist platforms, financial advisors, and/or an overlay manager appointed by the sponsor, who use the models to manage their client accounts.

AWM provides investment management services using AWM's proprietary quantitative investment process where appropriate. Client accounts are custodied at Pershing Advisor Solutions, LLC, a Bank of NY Mellon company and Charles Schwab & Co., Inc.

### *Discretionary Investment Management Services*

The Advisor will determine whether AWM's services are suitable for a client and, if so, assist the client to select a suitable investment strategy. In order to make its recommendations, the Advisor will typically require the client to complete an investor questionnaire, profile or similar document.

AWM's role is to manage the client's account in accordance with the investment strategy the client selects, subject to any reasonable restrictions the client may impose on management of the account. AWM will generally execute and date Client Agreements, and commence trading, as soon as practicable following receipt of all required documentation and information, unless the client instructs AWM otherwise in writing.

### *Wrap Fee Programs*

Rule 204-3(g)(4) of the Investment Advisers Act defines wrap fee program to be a "program under which and client is charged a specific fee or fees not based directly on transactions in a client's account for investment advisory services including portfolio management or advice and executions of client transactions." In other words, it is called a Wrap Fee Program because the charge for the investment advice and the transactions to implement the investment advice are wrapped into one fee.

AWM typically does not manage client accounts using a wrap fee structure, except for those strategies that may have a higher expected turnover. Additionally, some strategies that are managed on separately managed account platforms use the wrap fee structure. AWM charges a fee based on the total assets under management within a family relationship. Trading costs are paid by the client.

### *Assets*

AWM provides discretionary advisory services for \$545,578,881 million in client assets, as of October 31, 2021.

### *Financial Planning Services*

AWM provides comprehensive personal financial planning services for a fee. Our investment management services may be part of the implementation process that occurs once the initial planning has been accomplished. Use of our investment management services is not required to use the financial planning services and vice versa.

The financial planning process generally involves some or all of the following (although some steps may be modified, added or deleted upon the circumstances and individual needs of the client):

- Clarify the client's present circumstances by collecting and assessing materially relevant personal and financial data.
- Identify the client's financial, business and life goals, challenges, concerns and planning assumptions.
- Analyze a range of possible solutions and discuss alternatives.
- Provide customized and specific recommendations regarding one or more of the following, where applicable:
  - Preparing for or living in retirement
  - Investment strategies
  - Income tax impacts on investment management
  - Stock option analysis and planning
  - Life and or disability insurance
  - Savings program and planning
  - Education planning and funding
  - Charitable gifting
  - Debt management
  - Employee benefit usage
  - Budgeting and cash flow planning

The gathering of information, the review of alternatives and plan development are all done in close conjunction with the client and usually based on a series of meetings or discussions which may include one or more of the following areas:

- The client's objectives and financial goals.
- A review of the client's assets, debts, income and expenses, and income taxes.
- A review, analysis and recommendation regarding one or more of the subject planning areas previously listed.
- A summary of findings.
- A task list for the client.

Our financial planning services are tailored to the needs of the client and can vary from informal advice in connection with our asset management services, to a formal written financial plan. If a written financial plan is to be provided, then clients will receive a copy of a written financial plan that is developed and which serves as the basis for discussions during the time we work together. If there are questions, these are reviewed in our on-going discussions, or between meetings, through whatever means of communication is most convenient for the client and AWM. When acceptable to the client, we make active use of the telephone, email, and other forms of electronic or written communication as well as face-to-face meetings. Proper planning is not a onetime event. Life's circumstances change, goals change and opportunities available change over time. Any plan needs to be adjusted and updated to reflect these changes or it becomes outdated. Therefore, in our normal planning relationship, we encourage clients to meet periodically with us to review and update the client's information, to measure progress in key financial areas, and to develop strategies designed to address any changing circumstances.

The initial planning should always be seen as the beginning step in a lifelong process. In essence, we attempt to follow up, monitor and make changes in the plan when and if we receive information from the client and as circumstances indicate.

Once an initial plan is completed, which may be written or verbal, the client has several options with regards to ongoing financial planning services; 1) the client may feel that the questions which required the service in the first place have been adequately addressed and that there is no need for further involvement with AWM; 2) the client may wish to have access to ongoing services provided, such that regular or periodic meetings occur to discuss changes in the client's financial situation or in the financial environment; or 3) the client may wish to wait to initiate contact with AWM as new questions arise. Compensation for future services may be at our then hourly rates, at an agreed project rate or on retainer depending on the situation. It is important to note that clients can stop the planning process at any point and terminate the business relationship with AWM.

Personal financial planning (the analysis, report, and subsequent modifications and services) is a service separate from our investment management services. Clients have full discretion as to the extent to which, if at all, they choose to implement the recommendations discussed in the financial planning phase. There are no requirements to use any specific broker-dealer, agency or custodian for investment, insurance or implementation services, although clients usually use our recommended service provider, which also provides AWM more compensation and/or benefit.

Planning services may also include a reasonable amount of time and activities necessary to work with client's attorney and/or accountant in reaching agreement on solutions. But the client should note that we are not responsible for attorney, tax planner/preparer or accountant services and/or fees charged to the client as a result of the above activities. Furthermore, a financial plan does not include recommendations of specific individual investments, preparation of any kind of income tax, gift or estate tax returns or preparation of any legal documents, including will or trusts. Specific investment recommendations are considered part of the implementation phase of the relationship. The others may constitute legal, accounting or tax advice which is not provided by AWM.

#### *Employer-Sponsored Retirement Plans*

AWM also provides investment recommendations, through a Retirement Allocation Program, to participants in employer-sponsored retirement plans regarding the mutual funds available under the plans for a fixed annual fee. Clients are able to select from a range of equity and balanced risk strategies, depending on their investment objectives and risk tolerances.

Each client receives notification of their recommended mutual fund purchases and sales at the beginning of each month or as the market dictates, depending on their selected strategy. The client is then responsible for implementing the recommended transactions.

#### *Third-Party Investment Management Programs*

AWM manages third-party investment management program accounts in the same way as any other AWM managed account. In all cases, AWM will receive a separate investment management fee, or a portion of the program fee, for providing these investment management services. The Advisors sponsoring the program(s) generally determine the documents, terms and conditions of the programs, which therefore vary. Clients may obtain information regarding these programs from the Advisor-sponsors.

### *Model Strategist Programs*

In these cases, AWM provides model investment portfolios to the sponsor of the model strategist program or the overlay manager appointed by the sponsor. The sponsor or overlay manager then uses the model investment portfolios to manage client accounts, including effecting all securities transactions in the accounts. AWM anticipates that the sponsor or overlay manager will generally follow the model investment portfolios AWM provides. However, the sponsor or overlay manager has full investment discretion to invest client accounts in accordance with the model investment portfolios and may deviate from the model investment portfolios and select other investments.

Since AWM is not responsible for trading, reporting and similar matters in these programs, AWM typically charges a lower fee for these services.

The sponsors of the model strategist programs determine the documents, terms and conditions of the programs, which therefore vary. Clients may obtain information regarding these programs directly from the sponsors.

### *Miscellaneous Advisory Services*

AWM provides its investment management services with respect to variable annuity contracts clients own. In so doing, AWM allocates client assets among the various fund sub-accounts available for investment under the contracts. AWM uses its proprietary research to determine which funds the client should invest in, within the framework of the client's investment objective.

AWM also provides investment management services to those assets held at the fund family. AWM uses its proprietary research to determine which funds the client should invest in, within the framework of the client's investment objective.

## ***Fees and Compensation***

Form ADV Part 2A, Item 5

All fees are negotiable with the typical account management fee billed at approximately one percent (1%), per annum, billed quarterly, in arrears. Lower fees may be available for larger accounts. Clients pay all trading costs in their account. For any of the investment advisory services offered by AWM, lower fees for comparable services may be available from other sources. In addition, AWM's Advisory Affiliates may receive commissions resulting from securities or insurance transactions. They may also receive 12b-1 service fees from certain mutual funds as disclosed in the prospectus. These 12b-1 service fees are generally not credited against program fees but will be credited back to the account in ERISA (Employee Retirement Income Security Act), usually Profit Sharing and Pension Plan accounts. Such fees may create a conflict of interest as the Advisory Representative may receive a 12b-1 fee in addition to the investment advisory fee. Fees will be fully disclosed to clients and clients are under no obligation to purchase these securities through the Investment Advisory Representative of M.S. Howells & Co. and American Wealth Management.

The minimum account size is generally \$300,000 but may be lower in certain circumstances.

Investment Management Fees are withdrawn quarterly and in arrears from the client's custodial account pursuant to the client agreement, concurrently with the mailing of notice to the client. The billing notice will provide the value of the account, the amount to be deducted and the method of calculation. Fees for the first quarter are charged on a pro-rata basis. Please refer to the Investment Management Agreement ("IMA") for more detail.

Payment of fees is generally requested after the service is provided. Fees are determined according to each individual arrangement. Generally, if a portion of the fees is paid in advance with the balance to be paid upon completion of the services or the financial plan, fees paid prior to the commencement of services will be refunded if no work has yet been performed. If work has commenced, AWM reserves the right to charge a reasonable fee for its services and time already expended, subject to a full refund if services are canceled in the first five (5) business days. The Financial Planning Agreement terminates upon delivery of the Financial Plan.

As part of the strategies it offers, AWM or its related persons may invest client assets or recommend that clients invest in shares or other interests in certain investment companies or investment products which AWM or its related persons advise or provide other services to and from which AWM and its advisory affiliates receive advisory, administrative and/or distribution fees.



***Performance-Based Fees and Side-By-Side Management***

Form ADV Part 2A, Item 6

AWM does not enter into performance-based fee arrangements. AWM does not engage in side-by-side management.

### ***Types of Clients***

Form ADV Part 2A, Item 7

AWM's clients include individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations and business entities.

Generally, the minimum value of assets required to open an AWM managed account depends on the type of investment strategy selected by the client. AWM generally requires a minimum of \$300,000 although at its sole discretion, AWM may allow accounts with smaller balances.

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

Form ADV Part 2A, Item 8

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

AWM generally implements client investment strategies by investing the account assets in funds, including exchange-traded funds (ETFs) and mutual funds. Individual stock and bonds may be purchased depending on client needs. AWM's tactical investment strategies focus on total return. In line with this, AWM does not generally take tax considerations into account in making tactical investment decisions. Some of AWM's investment strategies also may involve high portfolio turnover, which increases transaction costs, lowers returns and may have negative tax consequences in taxable accounts. AWM's core investment strategies tend to have lower turnover and be more tax sensitive.

AWM makes independent discretionary investment decisions for its clients' accounts. In making its investment decisions, AWM reviews quantitative data generated by its proprietary system, a research tool which analyses, among other things, relative price momentum and trends to rank various equity investment styles, sectors, international regions and countries and alternative and fixed income asset classes or groups.

AWM's review of the rankings generated by its proprietary system is central to its independent discretionary investment decision-making process. In most cases, AWM's investment decisions will reflect the rankings, but they will not always do so. For example, AWM may not make investments suggested by the rankings if AWM believes it would create too much concentration, it may retain securities to limit portfolio turnover, or the Chief Investment Officer and portfolio managers may make other investment decisions based on their investment experience and judgment.

AWM's proprietary research tool, analyzes a large amount of price information which AWM obtains from third-party sources. AWM does not guarantee the accuracy of this information or that it will be correctly captured or analyzed by the system. Any errors in the information, its capture or the analytical process may result in different rankings, which may influence or cause AWM to make different investment decisions. AWM will not be liable for investment decisions resulting from inaccurate price information or errors in capturing or analyzing information.

### ***Investment Strategies and Risk of Loss***

AWM's strategies, like most investment strategies, involve the risk of loss. In light of this, clients should be prepared to bear losses in their accounts. Clients should not assume that future performance results will be profitable or equal the AWM's past performance. The use of AWM's strategies may be appropriate for certain clients as part of their overall investment strategy. However, the use of investment strategies is not a substitute for personalized investment advice and clients should consult with an experienced financial advisor, either AWM or someone else acting in that capacity, before implementing any strategy.

AWM's investment strategies are generally implemented using ETF's, which are subject to risks similar to those of other publicly-traded shares, including loss of principal, price volatility, competitive industry pressures, global political and economic developments, possible trading halts and index tracking error. In some cases, AWM's strategies invest in mutual funds, which share many of these risks. While mutual funds are not publicly-traded, and are therefore not subject to possible trading halts, investments in mutual funds do involve the risks of loss of principal, price volatility, competitive industry pressures, global political and economic developments, and index tracking error. Funds with concentrated holdings will be subject to greater market volatility than those that invest more broadly. In all cases, investment returns will fluctuate and are subject to market volatility, so that a client's shares, when sold, may be worth more or less than the original cost. Various types of investments involve different kinds of risk and there is no assurance that any investment strategy will be profitable. AWM's tactical investment strategies may experience a high level of portfolio turnover, with may increase transaction costs, lower returns and have negative consequences in taxable accounts.

Although index funds are designed to provide investment results that generally correspond to the price and yield performance of their respective underlying indices, the funds may not be able to exactly replicate the performance of the indices because of fund expenses and other factors.

Although many ETFs are registered under the Investment Company Act like traditional mutual funds, some ETFs, in particular that invest in commodities, are not registered as investment companies under the Investment Company Act. These types of ETFs may be formed as limited partnerships or grantor trusts and may have unique tax consequences. When owning certain asset classes, like commodities, the strategy may invest in ETFs organized as partnerships or trusts, which report tax information to investors in the form of Schedule K-1s or grantor trust statements. Clients may want to consider the tax reporting of investments in these types of entities before they invest.

Comparison of AWM's returns to the returns of one or more specific indices is for illustrative purposes only and does not imply that any composite will have investments which reflect the composition of the indices. Some of AWM's investment strategies are less diversified than these indices, which may increase both the volatility and risk of client accounts. An investor cannot invest directly in an index. An index's performance does not reflect the deduction of transaction costs, management fees or other costs which would reduce returns.

#### *AWMs Tactical Investment Process*

AWM's proprietary quantitative investment process is designed to identify long-term price trends, while avoiding so-called "head fakes", i.e., short-term movements in prices that are not in line with long-term trends. As a result, some investment losses will typically occur in a severe market decline before AWM reduces the equity exposure in client accounts. In the same way, the system will by design generally not suggest re-entering the market in response to the early stages of the recovery, so that there will typically be a period of time before client accounts fully benefit from rising equity prices. AWM's investment strategies involve a high level of portfolio turnover, which may increase transaction costs, lower returns, and have negative tax consequences in taxable accounts. Flexfolio is a trademark of AWM and is used to describe some of its tactical strategies.

#### *Balanced Strategies*

AWM manages three general balanced strategies (1) Global Core Allocation, (2) Global Core-Tactical Allocation, and (3) Global Tactical. The following five risk profile allocations between equity and fixed income are available within each balanced strategy 95/5, 75/25, 60/40, 45/55, and 30/70.

These strategies may invest in sector funds which may be adversely affected by the performance of the specific sector or group of industries on which they are based, and may make small cap investments, which are subject to greater volatility than those in other asset categories. The strategies also make international investments, which are subject to additional risks, such as currency fluctuation, confiscatory policy, political instability or potential illiquidity, including investing in emerging markets, which may accentuate these risks. In addition, they make fixed income investments, which are subject to various risks, including changes in interest rates, credit quality, market valuations, liquidity, prepayment, corporate events, tax ramifications and other risks. Specifically, bonds are subject to market and interest rate risk if sold prior to maturity. Bond values and yields will decline as interest rates rise and bonds are subject to availability and change in price. In addition, the strategy may also invest in commodity funds, which may be subject to volatility in the value of future contracts and other instruments relating to underlying commodities, together with fluctuations in the price of the underlying commodities themselves, as well as leverage, liquidity, counterparty and credit risks. The portfolios may also invest in alternative investment strategies through mutual funds or ETFs.

Most of AWM's tactical strategies are designed to provide a measure of downside protection in severe equity market declines by reducing normal equity exposure by up to 100%. In AWM's view, it is not possible to fully "time" the market, always selling at the "top", and re-entering at the market "low". AWM's tactical strategies are therefore not intended to prevent all losses in client accounts and will not do so. It does not seek to reduce the risk of losses in normal equity market corrections or declines. Instead, AWM's tactical strategies seek to limit portfolio losses by reducing equity exposure in client accounts in more extreme market conditions, so preserving more assets to participate in any ensuing market recoveries.

While AWM's tactical strategies are designed to reduce the magnitude of losses in severe equity market declines, there can be no guarantee that it will successfully do so. If AWM does not correctly identify price trends in the equity markets, client investment portfolios may not receive the measure of protection AWM's tactical strategies are designed to provide. In addition, since AWM does not intend to reduce equity exposure in the Core Balanced strategies, or a portion of the Core/Tactical Balanced strategies, a significant portion of the assets in these accounts will at all times remain invested and exposed to the risks associated with the equity markets.

#### *Macro Core Tactical*

The macro core tactical strategy may invest in U.S., international and emerging equities, fixed income and alternative ETF. The asset allocation is determined based on portfolio optimization and macro-economic outlook. The strategy is designed to provide a downside protection in severe equity market declines by reducing equity exposure up to 70%.

#### *Global Tactical*

Global Tactical may invest in sector funds which may be adversely affected by the performance of the specific sector or group of industries on which they are based, and may make small cap investments, which are subject to greater volatility than those in other asset categories. The strategies also make international investments, which are subject to additional risks, such as currency fluctuation, confiscatory policy, political instability or potential illiquidity, including investing in emerging markets, which may accentuate these risks. In addition, they make fixed income investments, which are subject to various risks, including changes in interest rates, credit quality, market valuations, liquidity, prepayment, corporate events, tax ramifications and other risks. Specifically, bonds are subject to market and interest rate risk if sold prior to maturity. Bond values and yields will decline as interest rates rise and bonds are subject to availability and change in price.

#### *Flexfolio U.S. Sector*

Flexfolio U.S. Sector Strategy may invest in U.S. sectors which may be adversely affected by the performance of the specific sector or group of industries on which they are based. The strategy will make an equal portfolio allocation to each sector that meets the investment criteria. As the number of sectors that meet the criteria diminishes, the dollars will be reallocated equally to the remaining sectors. Once the number of sectors that meet the investment criteria drops below four, the portfolio will invest the excess cash in money markets or short term bonds. The largest allocation to any one sector will not exceed approximately 25%.

#### *Flexfolio Global Sector*

Flexfolio Global Sector Strategy may invest in global sectors which may be adversely affected by the performance of the specific sector or group of industries on which they are based. The strategy will make an equal portfolio allocation to each sector that meets the investment criteria. As the number of sectors that meet the criteria diminishes, the dollars will be reallocated equally to the remaining sectors. Once the number of sectors that meet the investment criteria drops below four, the portfolio will invest the excess cash in money markets or short term bonds. The largest allocation to any one sector will not exceed approximately 25%.

### *Flexfolio U.S. Factors*

Flexfolio US Factors may invest in U.S. market capitalization weighted funds and factor weighted funds which may be adversely affected by the performance of the specific sector or group of industries on which they are based, and may make mid cap and small cap investments, which are subject to greater volatility than those in other asset categories. The strategy will make an equal portfolio allocation to each fund that meets the investment criteria. As the number of funds that meet the criteria diminishes, the dollars will be reallocated equally to the remaining funds. Once the number of funds that meet the investment criteria drops below four, the portfolio will invest the excess cash in money markets or short-term bonds. The largest allocation to any one fund will not exceed approximately 25%.

### *Flexfolio Global Allocation*

The Flexfolio Global Allocation strategy brings together the equity, fixed income, and alternative strategy modules into one portfolio. The strategy seeks to manage risk through both strategic and tactical allocation to a diversified group of equity, fixed income, and alternative exchange traded funds (ETFs). The strategy may move 100% of the equity component to cash during declining market cycles. When necessary, the fixed income portion for the portfolio can also shift 100% to cash or short-term bonds due to market volatility and rising interest rates. The strategy may invest in sector funds which may be adversely affected by the performance of the specific sector or group of industries on which they are based, and may make small cap investments, which are subject to greater volatility than those in other asset categories. The strategies also make international investments, which are subject to additional risks, such as currency fluctuation, confiscatory policy, political instability or potential illiquidity, including investing in emerging markets, which may accentuate these risks. In addition, they make fixed income investments, which are subject to various risks, including changes in interest rates, credit quality, market valuations, liquidity, prepayment, corporate events, tax ramifications and other risks. Specifically, bonds are subject to market and interest rate risk if sold prior to maturity. Bond values and yields will decline as interest rates rise and bonds are subject to availability and change in price.

### *Flexfolio Global Rotation*

Global Rotation strategy may invest in sector funds which may be adversely affected by the performance of the specific sector or group of industries on which they are based, and may make small cap investments, which are subject to greater volatility than those in other asset categories. The strategies also make international investments, which are subject to additional risks, such as currency fluctuation, confiscatory policy, political instability or potential illiquidity, including investing in emerging markets, which may accentuate these risks; commodity funds, which may be subject to volatility in the value of future contracts and other instruments relating to underlying commodities, together with fluctuations in the price of the underlying commodities themselves, as well as leverage, liquidity, counterparty and credit risks; currency funds, which are subject to risks as international investments, including fluctuations in exchange rates; real estate funds, which are subject to the risks of changing economic conditions, declines in the value of real estate, increasing vacancies or declining rents, and liquidity, counterparty and credit risks. This strategy may also invest in fixed income investments, which are subject to various risks, including changes in interest rates, credit quality, market valuations, liquidity, prepayment, corporate events, tax ramifications and other risks. Specifically, bonds are subject to market and interest rate risk if sold prior to maturity. Bond values and yields will decline as interest rates rise and bonds are subject to availability and change in price.

Although index funds are designed to provide investment results that generally correspond to the price and yield performance of their respective underlying indices, the funds may not be able to exactly replicate the performance of the indices because of the fund expenses and other factors. The strategy is designed to identify and invest in those areas of the market with the highest relative strength. Though this strategy is tactically unconstrained and may choose to go to cash, it is not designed to limit portfolio drawdowns.

### *Dividend Growth*

The High Dividend Equity portfolio seeks to invest in a diversified blend of approximately 20 U.S. Large Cap stocks with higher-than-average dividend yields. These companies have strong balance sheets and are paying dividends that typically exceed the S&P 500 index. The portfolio is subject to market risk and is designed for the investors looking for a modest amount of growth and income over the longer term.

### *Quality Growth*

The Growth equity portfolio seeks to invest in a blend of approximately 20 U.S. Large Cap stocks. These companies have both above average financial strength and have favorable earnings and price trends. The portfolio is subject to market risk and is designed for investors looking for growth over the longer term.

### *Market Cap Growth*

The Market Cap Growth strategy seeks to invest in an equal weighting of the top 10 holdings in the S&P 500 index. The portfolio holdings will change according to the changes in the S&P 500 index. The portfolio is subject to market risk and is designed for investors looking for growth over the long-term.

### *Diversified Income*

Diversified Income invests in fixed income investments, which are subject to various risks, including changes in interest rates, credit quality, market valuations, liquidity, prepayment, corporate events, tax ramifications and other risks. Specifically, bonds are subject to market and interest rate risk if sold prior to maturity. Bond values and yields will decline as interest rates rise and bonds are subject to availability and change in price. The strategy may also make international investments, which are subject to additional risks, such as currency fluctuation, confiscatory policy, political instability or potential illiquidity, including investing in emerging markets, which may accentuate these risks.

### *Flexfolio Tactical Income*

Tactical Income Strategy invests in fixed income investments through mutual funds and/or exchange traded funds (ETFs) and is designed to limit downside volatility. Fixed income investments are subject to various risks, including changes in interest rates, credit quality, market valuations, liquidity, prepayment, corporate events, tax ramifications and other risks. Specifically, bonds are subject to market and interest rate risk if sold prior to maturity. Bond values and yields will decline as interest rates rise and bonds are subject to availability and change in price. The strategy may make international investments, which are subject to additional risks, such as currency fluctuation, confiscatory policy, political instability or potential illiquidity, including investing in emerging markets, which may accentuate these risks.

### *Municipal Income*

The Municipal Income Strategy is a ladder bond portfolio that attempts to diversify among municipalities, states, and types of bonds. The portfolio purchases individual municipal bonds with the intent to hold the bond until its maturity, in order to minimize the effects of market volatility and interest rate risk over the longer term.

### *Bond Ladder*

The Bond Ladder Strategy is a ladder bond portfolio that attempts to diversify among investment grade and high yield bonds with different maturities. The portfolio may purchase the Invesco BulletShares ETFs with the intent to hold each ETF until its maturity, in order to minimize the effects of market volatility and interest rate risk over the long-term.



### *Strategic Alternative*

The Strategic Alternative strategy seeks to invest in a diversified blend of alternative strategies to provide a unique investment exposure that traditional investments, such as equity and fixed income, may not be able to provide. The portfolio may invest in long-short equity, hedged equity, convertibles, event driven, long-short credit, market neutral, managed futures, and options strategies. The portfolio is subject to market risk, but less volatile than equity, and is designed for investors who are looking for modest growth over the long-term.

**Allocation Risk.** The Fund's particular allocations may have a significant effect on the Fund's performance. Allocation risk is the risk that the selection of exchange-traded products (ETPs) and the allocation of assets among such ETPs will cause the Fund to underperform other funds with a similar investment objective that do not allocate their assets in the same manner or the market as a whole.

**Exchange-Traded Note Risk.** ETNs are senior, unsecured, unsubordinated debt securities issued by an underwriting bank that are designed to provide returns that are linked to a particular reference asset or benchmark less investor fees. ETNs have a maturity date and generally are backed only by the creditworthiness of the issuer. As a result, the value of an ETN may be influenced by time to maturity, level of supply and demand for the ETN, volatility and lack of liquidity in the underlying market (e.g., the commodities market), changes in the applicable interest rates, and changes in the issuer's credit rating and economic, legal, political or geographic events that affect the underlying market. ETNs also may be subject to commodities market risk and credit risk.

**Exchange-Traded Product Risk.** Through its investments in ETPs, the Fund is subject to the risks associated with the ETPs' investments or reference assets/benchmark components, including the possibility that the value of the securities or instruments held by or linked to an ETP could decrease. These risks include any combination of the risks described below, as well as certain of the other risks described in this section. The Fund's exposure to a particular risk will be proportionate to the Fund's overall allocation and the ETPs' asset allocation.

Commodity Risk. The commodities industries can be significantly affected by the level and volatility of commodity prices; world events including international monetary and political developments; import controls and worldwide competition; exploration and production spending; and tax and other government regulations and economic conditions.

Concentration Risk. An ETP may, at various times, concentrate in the securities of a particular industry, group of industries, or sector, and when a fund is over-weighted in an industry, group of industries, or sector, it may be more sensitive to any single economic, business, political, or regulatory occurrence than a fund that is not over-weighted in an industry, group of industries, or sector.

Credit Risk. Certain of the ETPs are subject to the risk that a decline in the credit quality of a portfolio investment could cause the ETP's share price to fall. The ETPs could lose money if the issuer or guarantor of a portfolio investment or the counterparty to a derivatives contract fails to make timely principal or interest payments or otherwise honor its obligations.

Emerging Markets Risk. There is an increased risk of price volatility associated with an ETP's investments in emerging market countries, which may be magnified by currency fluctuations relative to the U.S. dollar.

Equity Risk. The prices of equity securities in which an ETP invests in or is exposed to rise and fall daily. These price movements may result from factors affecting individual companies, industries or the securities market as a whole. In addition, equity markets tend to move in cycles which may cause stock prices to fall over extended periods of time.



Fixed Income Risk. An ETP's investments in fixed income securities are subject to the risk that the securities may be paid off earlier or later than expected. Either situation could cause the ETP to hold securities paying lower- than-market rates of interest, which could hurt the Fund's yield or share price.

Foreign Currency Risk. Currency movements may negatively impact the value of an ETP security even when there is no change in the value of the security in the issuer's home country. Under normal circumstances, the ETPs do not intend to hedge against the risk of currency exchange rate fluctuations, but some ETPs may reserve the right to do so if there is extreme volatility in currency exchange rates.

Foreign Securities Risk. An ETP's investments in securities of foreign issuers involve certain risks including, but not limited to, risks of adverse changes in foreign economic, political, regulatory and other conditions, or changes in currency exchange rates or exchange control regulations (including limitations on currency movements and exchanges). In certain countries, legal remedies available to investors may be more limited than those available with respect to investments in the United States. In addition, the securities of some foreign companies may be less liquid and, at time, more volatile than securities of comparable U.S. companies.

Growth Investing Risk. An ETP may pursue a "growth style" of investing. Growth stocks can be volatile for several reasons. Since those companies usually invest a high portion of earnings in their businesses, they may lack the dividends of value stocks that can cushion stock prices in a falling market. The prices of growth stocks are based largely on projections of the issuer's future earnings and revenues. If a company's earnings or revenues fall short of expectations, its stock price may fall dramatically.

High-Yield Risk. An ETP may invest in high-yield securities and unrated securities of similar credit quality (commonly known as "junk bonds"). High-yield securities generally pay higher yields (greater income) than investment in higher quality securities; however, high-yield securities and junk bonds may be subject to greater levels of interest rate, credit and liquidity risk than funds that do not invest in such securities and are considered predominantly speculative with respect to an issuer's continuing ability to make principal and interest payments.

Income Risk. An ETP may derive dividend and interest income from certain of its investments. This income can vary widely over the short- and long-term. If prevailing market interest rates drop, distribution rates of an ETP's income producing investments may decline which then may adversely affect the Fund's value.

Interest Rate Risk. An ETP's investments in fixed income securities are subject to the risk that interest rates rise and fall over time. As with any investment whose yield reflects current interest rates, an ETP's yield will change over time. During periods when interest rates are low, an ETP's yield (and total return) also may be low. To the extent that the investment advisor (or sub-advisor) of an ETP anticipates interest rate trends imprecisely, the ETP could miss yield opportunities or its share price could fall.

Large-Capitalization Risk. An ETP may invest in large-cap companies. Returns on investments in stocks of large U.S. companies could trail the returns on investments in stocks of smaller and mid-sized companies.

Mid-Capitalization Risk. An ETP may invest in mid-cap companies. Mid-sized companies may be more volatile and more likely than large-capitalization companies to have limited product lines, markets or financial resources, or depend on a few key employees. Returns on investments in stocks of mid-size companies could trail the returns on investments in stocks of larger or smaller companies.

**Small-Capitalization Risk.** An ETP may invest in small-cap companies. Small-capitalization companies may be more vulnerable than larger, more established organizations to adverse business or economic developments. In particular, small-capitalization companies may have limited product lines, markets, and financial resources and may be dependent upon a relatively small management group. These securities may be listed on an exchange or trade over-the-counter and may or may not pay dividends. During a period when small-cap stocks fall behind other types of investments — large-cap stocks, for instance — the ETP's performance could be reduced.

**Value Investing Risk.** Because it may invest indirectly in value stocks, the Fund could suffer losses or produce poor results relative to other funds, even in a rising market, if the underlying ETF's investment advisor or underlying ETP's issuers assessment of a company's value or prospects for exceeding earnings expectations or market conditions is wrong.

**Liquidity Risk.** Liquidity risk exists when particular Fund investments are difficult to purchase or sell. This can reduce the Fund's returns because the Fund may be unable to transact at advantageous times or prices.

**Market Risk.** Due to market conditions, the Fund's investments may fluctuate significantly from day to day. This volatility may cause the value of your investment in the Fund to decrease.

**Portfolio Turnover Risk.** The Fund may experience relatively high portfolio turnover, which may result in increased transaction costs and lower Fund performance.

**Tax Risk.** In order to qualify for the favorable U.S. federal income tax treatment accorded to regulated investment companies (“RICs”), the Fund must derive at least 90% of its gross income in each taxable year from certain categories of income (“qualifying income”) and must satisfy certain asset diversification requirements.

Certain of the Fund’s investments may generate income that is not qualifying income. If the Fund were to fail to meet the qualifying income test or asset diversification requirements and fail to qualify as a RIC, it would be taxed in the same manner as an ordinary corporation, and distributions to its shareholders would not be deductible by the Fund in computing its taxable income.

**Trading Risk.** Shares of the Fund may trade above or below their net asset value (“NAV”). The trading price of the Fund’s shares may deviate significantly from their NAV during periods of market volatility. In addition, trading in shares of the Fund may be halted because of market conditions or for reasons that, in view of the NYSE Arca, Inc. (the “Exchange”), make trading in shares inadvisable.

**Tax Information.** The Fund makes distributions that may be taxed as ordinary income, qualified dividend income or capital gains (or a combination thereof), unless you are investing through a tax-advantaged arrangement such as a 401(k) plan or an individual retirement account (“IRA”), which may be taxed upon withdrawal.

**Payments to Broker-Dealers and Other Financial Intermediaries.** Investors purchasing shares in the secondary market through a brokerage account or with the assistance of a broker may be subject to brokerage commissions and charges. If you purchase Fund shares through a broker-dealer or other financial intermediary (such as a bank), the Fund or AWM may pay the intermediary for the sale of Fund shares and related services. These payments may create a conflict of interest by influencing broker-dealers or other intermediaries and your salesperson to recommend the Fund over another investment.

***Disciplinary Information***

Form ADV Part 2A, Item 9

AWM has no disciplinary information to disclose.

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

Form ADV Part 2A, Item 10

Certain representatives of American Wealth Management (AWM) also sell products and services through their affiliations with insurance agencies and their broker-dealer M.S. Howells & Co.

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

Form ADV Part 2A, Item 11

AWM and its officers, directors and employees may buy or sell securities that AWM buys or sells for clients.

In most cases, these transactions occur in clients' accounts opened by AWM or the officer, director or employee. As a result, the AWM officer, director or employee account participates in the same transactions, at the same time and on the same terms as any other client account.

In the less frequent instance where transactions of this type take place in an outside account, the Chief Compliance Officer's review of all personal transactions reports ensures that these transactions do not disadvantage clients in any way.

As required to the Investment Advisers Act of 1940, AWM has adopted a Code of Ethics that describes the standards of conduct expected of its directors, officer and employees. The Code of Ethics covers the use of material non-public information, limitations on gifts and entertainment and personal securities transactions of officers, directors and employees. The Code of Ethics requires that AWM and certain of AWM's officers, directors, and employees report their proprietary or personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

Upon request, AWM will provide any client or prospective client with a copy of its Code of Ethics.

## **Brokerage Practices**

Form ADV Part 2A, Item 12

### ***Brokerage Discretion***

AWM has entered into an agreement with Pershing Advisor Solutions, LLC (PAS) and Charles Schwab & Co., Inc. (Schwab) to provide custody and trading execution services within its clients' accounts. This decision was made based on account management technology, software compatibility, and competitive transaction costs. Clients are typically required to pay the transactions costs within their accounts in addition to the annual management fee.

AWM has not entered into any soft dollar relationship with PAS or Schwab or any other broker-dealer. PAS or Schwab may provide AWM with free research and other services that may enhance AWM's portfolio management capabilities with respect to its clients generally, although their research and other services will not necessarily directly benefit the client paying the brokerage fees or commissions. Similarly, AWM may receive computer software and/or systems support from PAS and Schwab which enhances AWM ability to manage client accounts maintained at PAS and Schwab. However, AWM does not direct brokerage transactions to PAS or Schwab in order to receive free research or service.

AWM may receive certain services from PAS or Schwab that generally benefit only AWM and not its clients. These services include, but are not limited to, educational conferences and events (including PAS or Schwab events where certain fees may be discounted or waived in order for AWM to attend); technology, compliance, legal and business consulting services; access to publications and conferences on practice management and business succession; and other general services. PAS or Schwab may provide some of these services itself. In other cases, PAS or Schwab will arrange for third-party vendors to provide the services to AWM, as applicable. PAS or Schwab may also provide us with other benefits such as occasional business entertainment of our personnel. Certain of the benefits mentioned above are offered to AWM in exchange for our commitment to cause a specified amount of AWM client assets to be placed or maintained in PAS' or Schwab's custody, which could raise potential conflicts of interest or other material effects on the advice we provide to our clients.

### ***Block Trades***

AWM will frequently purchase or sell the same security at the same time for a number of clients having the same investment strategy. In these cases, trades in the same security for clients will be aggregated or "blocked" into a single order in an effort to obtain the best executions available with or through PAS or through Schwab, or to allocate equitable among AWM's clients differences in prices that may have been obtained or incurred if client orders were individually placed. In block trades, all transactions (including any partial fills) will be averaged as to price and allocated among AWM's clients in proportion to the purchase and sale orders placed for each client on any given day. Where AWM block trades, including securities in which AWM and its officers, directors and employees may invest, AWM will do so in accordance with the SEC No-Action Letter, SMC Capital, Inc. AWM will not receive any additional compensation in connection with block trades.

### *Trade Error Policy*

AWM seeks to address trade errors fairly and equitably. If a trading error is discovered before the trade is settled, AWM will correct the error outside of client accounts so that no client account is affected by the trade. Unless the Broker-Dealer / Custodian accepts responsibility for the error, any gain or loss will go into AWM's error account. AWM's policy regarding trade errors discovered pre-settlement creates a conflict of interest because it benefits from gains by using them to offset losses. If a trade error is discovered after the trade has settled, AWM will correct the error and the client will retain the gain, unless the client advises AWM that they do not wish to retain the gain. If AWM is responsible for the error, AWM will contribute funds or securities to the client's account to place the client in the same financial position they would have been in the absence of the error. If the Broker-Dealer/Custodian is responsible for the error, AWM will request the Broker-Dealer / Custodian to make the client whole.



### ***Review of Accounts***

Form ADV Part 2A, Item 13

AWM's portfolio managers and operations analysts review client accounts on an ongoing basis. Status reports and billing statements are issued quarterly for investment management accounts. Reports and reviews may be oral or written and available via mail or electronic delivery depending on the nature and scope of services desired by the client.

### ***Client Referrals and Other Compensation***

Form ADV Part 2A, Item 14

AWM has no active solicitation of referral arrangements with broker-dealers or other third parties and has made a decision not to enter into any new agreements.

AWM may receive an economic benefit from PAS or Schwab in the form of support products and general services made available to us and other independent investment advisors that have their clients maintain accounts at PAS or Schwab. These products and services, and how they benefit AWM, are described in *Item 12 – Brokerage Practices*. The availability to AWM of PAS or Schwab products and services is not based on AWM giving particular investment advice, such as buying particular securities for our clients.

## ***Custody***

Form ADV Part 2A, Item 15

AWM does not take physical or constructive custody of client assets other than to deduct fees for advisory services.

Clients receive monthly or quarterly account statements directly from Pershing Advisor Solutions LLC or Charles Schwab & Co., Inc. These statements include the account balances, positions held and transactions that were made throughout the period and will reflect a deduction for the quarterly advisory fee.

AWM also produces written performance reports that it sends to its clients. The reports shows transactions in client accounts during the relevant period, provides account positions, time-weighted returns, a summary of investment advisory fees, and additional relevant information. AWM reports may vary from the custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

We strongly encourage clients to carefully review and compare all statements, and to contact AWM with any questions or if there is ever a material difference between the statements received.

### ***Investment Discretion***

Form ADV Part 2A, Item 16

AWM has authority to determine which securities are bought or sold and the amount of securities to be bought and sold for all client accounts that AWM manages on a discretionary basis. However, this authority may be limited with respect to some accounts by investment restrictions or other limitations imposed by the client.

Before assuming discretionary authority, AWM requires the client(s) sign an investment management agreement granting AWM limited power of attorney and authority to supervise and direct the investment of the account, making and implementing investment decisions, all without prior consultation with the client, in accordance with the investment objective and specified services within the agreement.

### ***Voting Client Securities***

Form ADV Part 2A, Item 17

AWM declines to vote proxies for its clients including individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and business entities. Clients will receive their proxies or other solicitations directly from the custodian or the transfer agent.

***Financial Information***

Form ADV Part 2A, Item 18

AWM has no financial information to disclose.

***Additional Information***

AWM has no additional information to disclose.