

**Quinn Wealth Advisors  
Part 2A of Form ADV  
The Brochure**

**March 15, 2021**

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This brochure provides information about the qualifications and business practices of Quinn Wealth Advisors (“QWA”). If you have any questions about the contents of this brochure please contact the Compliance Officer, Kevin C. Quinn, at 484-482-8201. The information in this brochure has not been approved by the Securities and Exchange Commission (“SEC”) or any state securities authority.

Quinn Wealth Advisors is a registered investment advisor. Registration of an investment advisor does not imply any level of skill or training. The oral and written communications of an Advisor provide you with information about which you determine to hire or retain an Advisor.

Additional information about Quinn Wealth Advisors is also available on the SEC’s website at [www.sec.gov/investor/brokers.htm](http://www.sec.gov/investor/brokers.htm)

## **ITEM 2 – MATERIAL CHANGES**

On July 28, 2010, the Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC rules.

Pursuant to SEC rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our fiscal year (December 31<sup>st</sup>). We may further provide other ongoing disclosure information about material changes as necessary.

There were no material changes made to this brochure in 2020.

At December 31, 2020, Quinn Wealth Advisors had discretionary assets under management of \$49,304,469. The company has managed non-discretionary assets of \$88,223. Total assets under management were \$49,392,692.

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## **ITEM 4 - ADVISORY BUSINESS**

Quinn Wealth Advisors (hereinafter, “QWA”, “Advisor” or the “Firm”) offers the following services as part of its advisory business:

### **Investment Advisory Services**

Quinn Wealth Advisors is a separate series of Independent Wealth Partners, LLC (“IWP”), a Delaware series limited liability company. DT Investment Partners, LLC (“DTIP”) is a Delaware limited liability company that is the LLC Manager of Independent Wealth Partners, LLC. Both Quinn Wealth Advisors and DT Investment Partners are registered investment advisers with the Securities and Exchange Commission. As a registered investment advisor with the Securities and Exchange Commission, QWA is subject to a fiduciary standard of care. Simply stated, investment recommendations by QWA must be in the best interest of its clients and client’s interests always take precedence to those of QWA.

Quinn Wealth Advisors and DT Investment Partners, LLC have entered into a Management Services Agreement for the provision of administrative services and sub-advisory services by DTIP to QWA.

At December 31, 2020, Quinn Wealth Advisors had discretionary assets under management of \$49,304,469. The company has managed non-discretionary assets of \$88,223. Total assets under management were \$49,392,692.

QWA offers advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other organizations on a discretionary and non-discretionary basis.

In addition, QWA may offer financial planning services to clients. Such services may include cash flow analysis, retirement planning and review of a client’s 401k plans and asset allocations. To date these services are offered without a fee and without a financial planning contract and are designed to help clients develop a holistic approach to all of their investment planning which may include assets managed by QWA for a fee.

Quinn Wealth Advisors believes that asset allocation among various asset classes offers the best opportunity to achieve investment success. QWA employs subadvisers, particularly its affiliate, DT Investment Partners, LLC, to provide Clients investment options and to manage assets on its behalf.

QWA’s mission is to deliver independent, Client-specific advice in helping each Client achieve their financial, retirement and investment goals. Even the most complex plans need clarity of purpose. Each Client’s goals are specific to them and require a customized solution that best addresses their needs. Accordingly, QWA assists Clients in developing an appropriate Investment Policy Statement for assets under discretionary authority of the firm. The Policy is based on the Client’s investment goals and objectives and risk tolerances. The firm provides coordination and administration of appropriate accounts and related asset transfers. The Investment Policy for each Client receives customized implementation which includes active tax

and cost efficient portfolio management. The Client may impose modest restrictions regarding investment in certain securities.

The firm provides continuous monitoring and management of the investment vehicles chosen to implement portfolio strategies. As necessary, Client portfolios are rebalanced or policies and strategies are modified if circumstances or Client objectives dictate. In addition to statements received from qualified custodians, Clients receive quarterly detailed written reports from QWA with respect to their investment portfolio. As requested, Clients may receive preliminary tax information (e.g. realized and unrealized gains/losses, interest and dividends received) to facilitate tax planning.

Prior to engaging QWA to provide investment advisory services, the Client will be required to enter into an Investment Advisory Agreement with QWA setting forth the terms and conditions of the engagement, describing the scope of the services to be provided, and the portion of the fee, if any, that is due from the Client prior to QWA commencing services.

A Client may terminate its investment advisory agreement upon written or verbal notice to QWA and is effective upon receipt. Upon termination, fees paid in advance will be prorated and any unearned portion thereof will be returned to the Client. The refund will be calculated based on the number of days remaining in the billing period after the date of termination. Fees paid in arrears will be pro-rated and any earned portion thereof will be due to QWA. The fee will be calculated based on the number of days during the billing period that the account was managed before the date of termination.

Advisor will assist Clients with appointment of a qualified custodian to hold Client funds and securities. Advisor shall never hold Client funds or securities and shall be deemed to have custody solely because of its authority to deduct fees.

Advisory recommendations are based on the Client's financial situation at the time the services are provided and are based on financial information disclosed by the Client to Advisor. Clients are advised that certain assumptions may be made with respect to interest and inflation rates and the use of past trends and performance of the market and economy. Past performance is in no way an indication of future performance. Further, Clients are advised that asset allocation does not assure profit or protect against loss in declining markets. As the Client's financial situation, goals, objectives or needs change, the Client must notify QWA promptly.

## **ITEM 5 - FEES AND COMPENSATION**

**Investment Advisory Services Fees** – Listed below is the standard fee schedule based on assets under management for accounts managed by QWA directly.

#### Equity and Balanced Accounts:

First	\$1,000,000	1.25%
Next	\$4,000,000	1.00.%
Next	\$5,000,000	.75%
	\$10,000,000 +	Negotiated

#### Fixed Income Only:

First	\$1,000,000	.50%
Next	\$4,000,000	.40%
Next	\$5,000,000	. 35%
	\$10,000,000 +	Negotiated

The fees charged are calculated as described above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds, or any portion of the funds of an advisory Client (15U.S.C. 80b-5(a)(1)). Fees for accounts managed via a sub advisory relationship or third party platform will likely vary from the standard fee schedule and are negotiated directly with the Advisor or third party.

As a general matter, fees are charged on a pro-rata basis quarterly in advance or in arrears, as mutually agreed upon with the Client and based on the closing market value of the account, including accrued interest, cash and cash equivalents, on the last day of the calendar quarter. Advisor generally receives Client permission to have fees deducted automatically from the qualified custodian account. Clients will be provided with a quarterly statement from the qualified custodian reflecting the deduction of the advisory fee.

While it is the general policy of QWA to charge fees to its Clients in accordance with the fee schedules noted above, the fees are subject to negotiation and may vary from these schedules to reflect circumstances that may apply to a specific Client account. For example, fees may differ from those stated herein because of long-standing relationships, anticipated Client additions to assets under management, employee related accounts, changing market conditions, or for other reasons.

In the event the Client provides notice of termination to the Advisor, the Advisor will prorate fees earned through the termination date and promptly refund any unearned fees to the Client.

#### **Additional Information Concerning Fees**

Advice offered by Advisor may involve investments in stocks, bonds, Exchange Traded Funds (ETFs), Master Limited Partnerships (“MLPS”), hedge funds, and mutual funds. Clients are hereby advised that all fees paid to Advisor for investment advisory services are separate and distinct from the fees and expenses charged by ETFs, hedge funds and mutual funds (described in each fund prospectus) to their shareholders. These fees may include, but are not limited to, a management fee, upfront sales charges and other fund expenses. Further, there may be transaction charges involved with purchasing or selling of securities. Client will incur and

Advisor does not share in any portion of the additional brokerage fees/transaction charges or custody fees imposed by the custodian holding the Client funds or securities. The Client should review all fees charged by money market funds, Advisor and others to fully understand the total amount of fees to be paid by the Client.

A Client could invest in a mutual fund or ETFs directly without the services of the Advisor. In that case, the Client would not receive the services provided by Advisor which are designed, among other things, to assist the Client in determining which mutual funds or ETFs are most appropriate to the Client's financial condition, goals and objectives. Accordingly, the Clients should review both the fees charged by mutual funds or ETFs and the fees charged by Advisor to fully understand the total amount of fees to be paid by the Clients and to thereby evaluate the advisory services that are provided. Further information regarding brokerage can be found in Item 12.

## **ITEM 6 - PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

Adviser does not presently charge performance based fees for investment management.

## **ITEM 7 - TYPES OF CLIENTS**

QWA provides investment advice primarily to individuals but may also solicit pension and profits sharing plans, trusts, estates or charitable organizations, corporations and Clients of introducing financial consultants, institutions or broker-dealers ("Sponsors"). In accounts that may be introduced to QWA by a Sponsor, the Client enters into agreements directly with both QWA and the Sponsor, or enters into an agreement solely with Sponsor or another entity that has an agreement with the Sponsor.

QWA has established minimum investment size of \$100,000 for equities and \$250,000 for fixed income. QWA has reserved the right to make exceptions based on individual circumstances or potential opportunities.

## **ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

QWA employs its affiliate, DT Investment Partners, LLC, via a subadvisory agreement to help Clients achieve their investment objectives. DTIP employs an active management style that seeks to provide Clients with attractive risk-adjusted returns while balancing principal growth with income requirements in various market environments. DTIP and QWA strive for low volatility and consistent returns by stressing diversification and finding the optimal mix of asset classes for a Client's risk profile and return objectives. DTIP and QWA recognize the balance between income and growth is different for every Client. Accordingly, they offer a number of different investment strategies to correlate with an investor's tolerance for risk and investment objectives.

QWA and its affiliate, DT Investment Partners, LLC utilize fundamental and technical analysis to tactically shift between asset classes to capture the benefits from both fundamental valuation changes and price momentum. The main sources of information used by the Advisor and subadvisor are financial magazines and newspapers, internet articles and news reports, research material prepared by others, corporate rating services, annual reports and filings with the Securities and Exchange Commission, as well as timing services and company press releases.

The company may invest in equities (foreign and domestic, exchange listed or over-the-counter), warrants, commercial paper, certificates of deposit, Exchange Traded Funds (“ETFs”), master limited partnerships (“MLPS”), real estate investment trusts (“REITS”) mutual fund shares and a variety of fixed income securities including US Treasuries, agencies, mortgage backed securities, corporate debt and municipal debt.

Implementation of investment strategies may include long-term purchases, short-term (less than a year) purchases and trading securities (sold within 30 days). Trading activity is driven by the firm’s regular review of proprietary asset allocation models and “buy/sell” signals associated with performance of various asset classes as a result of fundamental and technical analysis. More frequent trading could result in a Client incurring additional brokerage commissions or fees that may reduce net investment performance.

After reviewing a Client’s investment objectives and tolerance for risk, Clients execute an Investment Policy Statement that selects one of the following investment strategies:

1. *Ultra Conservative Growth and Income:* Seeks high current income with very modest growth of capital. While income and capital preservation are the primary focus, the portfolio will seek to provide growth of capital (excluding current income) equal to inflation, as measured by the Core Consumer Price Index – “CPI”. This portfolio will generally have a high weighting to cash and traditional fixed income and a low weighting to equity related strategies. The Ultra Conservative investment objective is equivalent to an ultra-low risk profile.
2. *Ultra Conservative Plus Growth and Income:* Seeks high current income with only modest growth of capital. While income and capital preservation are the primary focus, the portfolio will seek to provide growth of capital (excluding current income) equal to inflation (core CPI). This portfolio will generally have more fixed income and cash than risk-based assets. Risk based assets will not exceed 50% of the portfolio. Ultra Conservative Plus Investment objective is designed for an investor with a low risk profile with a limited need for growth
3. *Dividend Focus:* Seeks to provide stable consistent and relatively higher current income. The Portfolio is built around a long-term strategic, U.S. Large Cap stock sector allocation that typically includes investments in select sectors of the S&P 500. The Portfolio is mainly invested in common stock, preferred stocks, master limited partnerships and bonds that are appropriate proxies for the above mentioned sectors. The Dividend Focus



Investment objective is designed for an investor with a desire for income and a higher tolerance for risk.

4. *Conservative Growth and Income*: Seeks high current income with modest growth of capital. While income and capital preservation are the primary focus, the portfolio will seek to provide growth of capital (excluding current income) equal to inflation (“CPI”). This portfolio will generally have a high weighting to cash and traditional fixed income and a lower weighting to equity related strategies. The Conservative investment objective is equivalent to a low risk profile.
5. *Moderate Growth and Income*: Seeks growth of capital as well as current income. The portfolio will invest across diversified strategies specializing in fixed income, equity, real assets, and private investments with relatively equal weightings between equity and fixed income related strategies. The Moderate investment objective is equivalent to a balanced, medium risk profile.
6. *Aggressive Growth*: Seeks maximum growth of capital. This portfolio will generally utilize a high weighting to equity-related strategies and a low weighting to fixed income related strategies. The Aggressive investment objective is equivalent to a high risk profile.
7. *Fixed Income Only*: Seeks to preserve principal value, maintain adequate liquidity to meet Client demands, and maximize total return. This portfolio will generally utilize investment grade cash and fixed income securities such as US Treasuries, agencies, municipal bonds, agency mortgage-backed securities and corporate debt. The Fixed Income Only investment objective is equivalent to a very low risk profile.

There are a number of risks associated with the various strategies offered by the Advisor. Generally, Clients are subject to stock market risk, which is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and falling prices. Such risk may vary based on the percentage of stocks owned in a given strategy.

There are risks involved with investing in ETFs, including possible loss of money. Index based ETFs are not actively managed. Actively managed ETFs do not necessarily seek to replicate the performance of a specified index. Both index-based and actively managed ETFs are subject to risks similar to stocks including those related to short selling and margin maintenance.

Bonds are subject to interest rate risk, which is the chance that bond prices overall will decline because of rising interest rates. Interest rate risk will vary based on the percentage of bonds owned in a given strategy. In addition, long-term bonds have a higher interest rate risk and are much more sensitive to interest rate changes than are the prices of short-term bonds. Bonds are also subject to credit risk, the chance that a bond issuer will fail to pay interest and principal in a timely manner or, that negative perceptions of the issuer’s ability to make such payments will cause the price of that bond to decline. Finally, some bonds may be subject to call risk. This is the chance that in a declining interest rate environment the issuer of a bond will repay or call securities with higher coupons before their maturity dates.

In addition, investments in specific asset classes entail different investment risks. For example, small cap stocks tend to be more volatile than large or mid-cap stocks. International stocks and emerging markets include risks due to currency fluctuations, foreign taxes, political instability and possibility of illiquid markets. Real estate investing includes risks such as declines in the value of real estate, changing economic conditions, tax laws or property taxes. Commodities' investing is also highly volatile and subject to changing economic conditions and the vagaries of speculators among other risks. Market Neutral and Long/Short strategies entail potential liquidity risks and frequently higher fees.

**Finally, the strategic or tactical asset allocations employed by the Advisor do not assure profit or protect against loss in declining markets.**

## **ITEM 9 -DISCIPLINARY INFORMATION**

Neither QWA nor any of its officers or employees has been involved in any legal or disciplinary action with any federal or state statutory or regulatory agency. Likewise, neither the firm nor its officer or employees have ever been subject to disciplinary action by self-regulatory organizations.

## **ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

As indicated, QWA is a separate series of Independent Wealth Partners, LLC, a Delaware Series limited liability company. DT Investment Partners is a Delaware limited liability company that is the LLC Manager of Independent Wealth Partners, LLC. Further, Jonathan Smith, John Blair and Andrew Zimmerman are all Class A partners of DTIP and owners of Independent Wealth Partners.

## **ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

Advisor's employees may buy or sell for themselves securities that they also recommend to Clients. This can create an inherent conflict of interest. QWA has addressed this potential conflict in its Code of Ethics. The Code of Ethics defines certain policies adopted by the Advisor that relate to personal trading and business practices of employees to ensure that the Advisor resolves any such conflicts in favor of Clients.

### ***Code of Ethics***

QWA has adopted a Code of Ethics based on the principle that all Advisory representatives and certain other persons of QWA have a fiduciary duty to place the interest of the Client ahead of their own and QWA's. This Code of Ethics applies to all "access persons". "Access persons" are all employees, directors, officers, or members of QWA who:

- Have access to nonpublic information regarding advisory Clients' purchases or sales of securities.
- Are involved in making securities recommendations to advisory Clients.
- Have access to nonpublic recommendations or portfolio holdings of Clients.

Access persons must avoid activities, interests, and relationships that might interfere with making decisions in the best interests of QWA's advisory Clients. QWA has established the following restrictions in order to ensure its fiduciary responsibilities:

- QWA emphasizes the unrestricted right of the Client to specify investment objectives, guidelines, and/or conditions on the overall management of their account. QWA's standard investment process begins with reviewing applicable state statutes, investment policy, and permitted investment language provided by the Client.
- Access persons or their immediate family members shall not buy or sell securities for their personal portfolio(s) where their decision is derived in whole or in part, by reason of the associated person's employment, unless the information is also available to the investing public on reasonable inquiry. No associated person of the Firm shall prefer his or her own interest to that of the advisory Client.
- QWA's and its access persons generally may not purchase and sell securities being considered for, or held by Client accounts without pre-clearance by the Firm's Compliance Officer. Moreover, if the security is a thinly traded security (with average daily volume below 100,000 shares per day) investment personnel may be subject to a blackout period from trading in such securities.
- QWA or individuals associated with the Firm may buy or sell for their personal accounts investment products identical to those recommended to Clients. It is the expressed policy of QWA that no person employed by the Firm may enter an order to purchase or sell any security prior to a transaction being implemented for an advisory account (in accordance with standard "front running" guidelines), and therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts. Further, employees may sign investment management agreements with the Company and elect similar investment strategies as those available to Clients. When effectuating transactions for various investment strategies, QWA ensures that no employee accounts receive executions on a basis more favorable than the executions for Clients.
- QWA and its employees generally may not participate in private placements or initial public offerings (IPOs) without pre-clearance from the Firm's Compliance Officer.
- The Firm requires that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisory practices.
- Records will be maintained of all securities bought or sold by the Firm, access persons of the Firm, and related entities. Mr. Quinn will review these records on a regular basis.
- Any individual not in observance of the above may be subject to termination.

In addition, QWA maintains additional policies with respect to confidentiality, receipt of gifts by employees, prohibitions regarding solicitation of gifts and prohibitions regarding "pay to play" practices as part of this Code of Ethics in order to ensure the fiduciary duty of placing Client's

interests ahead of QWA's or its employees. A copy of QWA's Code of Ethics policy is available to Clients upon request.

## **ITEM 12 - BROKERAGE PRACTICES**

### ***INVESTMENT OR BROKERAGE DISCRETION***

Pursuant to and subject to limitations of the agreements under which QWA provides investment management services, QWA generally has authority to determine, without obtaining specific Client consent, the securities to be bought and sold for Client accounts, including the amounts of such securities, price at which to transact and to negotiate transaction costs. Such authority may be subject to Client directions relating to trade executions.

### ***SUGGESTION OF BROKERS TO CLIENTS***

QWA is given trading authorization by its Clients to purchase or sell certain types of securities, within specified limitations, as agreed upon from time to time with its Clients. The broker-dealer to be used may or may not be specified by the Client. Where the broker-dealer is the custodian, QWA may or may not execute a trade away from the broker. QWA will suggest broker-dealers and/or custodians to Clients who request such recommendations. Clients have the final choice as to a selection. In selecting or recommending broker-dealers, QWA does not consider Client referrals received from broker-dealers. It is QWA's policy to seek best execution when executing transactions on behalf of Clients. Best execution consists of obtaining the most favorable result, considering the full range of services provided, under the prevailing market conditions. Best execution is not necessarily measured by the circumstances surrounding a single transaction but may be measured over time through multiple transactions. In selecting a specific broker/dealer to execute a transaction, QWA may consider any one or more of the following factors, based on the specific circumstances of the transaction: size of the order, price of the security, execution difficulty, liquidity of the security, market and exchange conditions, macro-economic conditions, current news events, order flow information, speed of execution desired, broker willingness to commit capital and minimize trading costs associated with implementing an investment decision and commission cost.

When QWA decides to purchase or sell the same security for multiple Clients, QWA may, consistent with its obligation to seek best execution, aggregate Client orders in an effort to achieve a timely, equitable or efficient execution. QWA has adopted trade rotation policies designed to ensure that trade orders for the purchase or sale of securities are communicated in a manner and sequence that is fair and equitable for all Clients. The process generally includes the use by the investment team of a trade rotation list that determines the sequence in which trade orders are communicated to broker-dealers. From time to time, Clients may instruct QWA to direct brokerage to particular broker-dealers. In such circumstances, QWA will seek to achieve best execution of securities trades; however, there is no guarantee that best execution can be achieved under such circumstances. As such, these Clients may pay higher commission costs, transactions costs or other fees than other QWA Clients who have not given such an instruction.

QWA employs subadvisors, most notably its affiliate, DT Investment Partners LLC, to provide direct investment management on behalf of QWA clients. On a periodic basis QWA requires DT

Investment Partners to complete a due diligence questionnaire. In this document, DT Investment Partners makes representations and assurances to QWA regarding best execution and other trading practices of DTIP on behalf of QWA clients that assures QWA's representations are accurate.

Firms may charge commissions (ticket charges) for executing Advisor's transactions. With respect to investment advisory accounts, Advisor does not receive any part of these separate charges and transaction costs are not absorbed by Advisor, as described earlier.

Advisor participates in the institutional advisor program ("the Program") offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade, Inc., member FINRA/SIPC/NFA ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Advisor receives some benefits from TD Ameritrade through its participation in the Program. (Please see the disclosure under "Client Referrals and Other Compensation" below)

### **ITEM 13 - REVIEW OF ACCOUNTS**

Mr. Quinn reviews all accounts internally at least weekly for cash balances and annually for a complete review. More frequent reviews may occur due to the Client's individual circumstances, economic conditions, or general factors affecting the financial markets. The Advisor attempts to schedule meetings with Clients at least on an annual basis or more frequently if desired by the Client or if circumstances warrant.

QWA will provide to each Client a quarterly report in addition to reports received from the qualified custodian. Such reports generally include a performance analysis and quarterly Client letter/commentary.

### **ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION**

As disclosed under "Brokerage Practices", Advisor participates in TD AMERITRADE's Institutional customer program and Advisor may recommend TD AMERITRADE to Clients for custody and brokerage services. There is no direct link between Advisor's participation in the program and the investment advice it gives to its Clients, although Advisor receives economic benefits through its participation in the program that are typically not available to TD AMERITRADE retail investors. These benefits 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 advisor 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; and discounts on

compliance, marketing, research, technology, and practice management products or services provided to Advisor by third party vendors. TD AMERITRADE may also have paid for business consulting and professional services received by Advisor's related persons. Some of the products and services made available by TD AMERITRADE through the program may benefit Advisor but may not benefit its Client accounts. These products or services may assist Advisor in managing and administering Client accounts, including accounts not maintained at TD AMERITRADE. Other services made available by TD AMERITRADE are intended to help Advisor manage and further develop its business enterprise. The benefits received by Advisor or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD AMERITRADE. As part of its fiduciary duties to Clients, the firm endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits by Advisor or its related persons in and of itself creates a potential conflict of interest and may indirectly influence Advisor's choice or recommendation of TD AMERITRADE for custody and brokerage services.

### ***USE OF UNAFFILIATED SOLICITORS***

The Advisor may pay referral fees (non-commission) to independent solicitors (non-registered representatives) for the referral of their Clients to the Adviser in accordance with Rule 206 (4)-3 of the Investment Advisers Act of 1940. Advisor's solicitation fees will not result in higher costs to the Client. In this regard, the Advisor will maintain Solicitors Agreements in compliance with Rule 206 (4)-3 of the Investment Advisers Act of 1940 and applicable state and federal laws. All Clients referred by Solicitors to the Advisor will be given full written disclosure describing the terms and fee arrangements between the Advisor and its Solicitor(s). As of this date, no solicitors have been employed by QWA.

### **ITEM 15 -CUSTODY**

Rule 206 (4) – 2 of the Investment Advisers Act of 1940 addresses custody of funds or securities of Clients by investment advisers. Consistent with the rule, QWA requires that Clients' funds or securities must be retained with a "qualified custodian" who provides at least quarterly statements, either printed or electronically, to Clients. QWA receives copies of client statements directly from the qualified custodian on a monthly basis.

In addition to statements provided by the qualified custodian, QWA provides quarterly client letters that review performance and also provide commentary on the financial markets. Clients are advised that if they have any questions, or see any discrepancies with the statement received from the custodian, they should contact the Advisor.

QWA directly debits Client accounts to collect fees. While this constitutes "custody" as defined in the Investment Advisers Act, advisers like QWA who have custody for this reason only are exempt from some additional requirements imposed on advisers who take physical custody of cash or securities from Clients. Accordingly, QWA exercises care and has enacted policies to avoid taking receipt inadvertently of Client funds or securities. Generally, QWA will return cash

or securities to Client within three business days with instructions for the Client to remit to the qualified custodian.

#### **ITEM 16 - INVESTMENT DISCRETION**

QWA manages accounts primarily on a discretionary basis with full authority to make purchase and sale decision for Client accounts. At a Client's request, QWA may also enter into non-discretionary agreements that require Client consultation/approval prior to enacting purchase or sale of securities for the account. QWA's Investment Policy Statements also allow the Clients to enumerate any specific exclusions, restrictions or special considerations in managing either discretionary or non-discretionary accounts.

#### **ITEM 17 - VOTING CLIENT SECURITIES**

QWA does not vote proxies. Clients receive proxies and other solicitations directly from their qualified custodian.

#### **ITEM 18 - FINANCIAL INFORMATION**

QWA does not require or solicit prepayment of Client fees six months or more in advance. QWA believes that its financial condition is sound and not likely to impair the Advisor's ability to meet contractual commitments to Clients.