

Item 1 – Cover Page

**Duncan Williams Asset
Management, LLC**
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Wrap Fee Program Brochure Part 2A Appendix 1

Date of Brochure Appendix: March 2021

This wrap fee program brochure provides information about the qualifications and business practices of Duncan Williams Asset Management, LLC. If you have any questions about the contents of this brochure, please contact us at (901) 435-4250. 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 Duncan Williams Asset Management, LLC., is also available on the SEC's website at www.adviserinfo.sec.gov. You can view information on this website by searching for Duncan Williams Asset Management's name or by using the firm's CRD number which is: 174809.

*Registration as an investment advisor does not imply a certain level of skill or training.

Item 2 – Material Changes

Since our last annual update was filed in May 2020 the following material changes have been made:

- In addition to disclosing our Assets Under Management total within the ADV, we are also disclosing our total Assets Under Advisement. The total Assets Under Management as of December 31, 2019 increased from \$136,355,998 to \$409,715,027 as of January 31, 2021. The amount of client assets under advisement (which includes our assets under management reported in Part I of the ADV and assets managed on behalf of 401(k) Plans), totaled \$630,747,906 as of January 31, 2021, with \$373,331,372 advised on a discretionary basis and \$257,416,534 advised on a non-discretionary basis.
- Form ADV's instructions on calculating assets under management in Part I of the Form ADV only permits assets managed on a non-discretionary basis to be included if we are responsible for executing the purchase and sale of the securities we recommend. We are engaged by sponsors of 401(k) accounts to regularly provide management advice on a non-discretionary basis, and if our recommendations are selected, we are responsible for modifying the menu of available investment options for the plan participants. However, we do not execute individual securities transactions on behalf of 401(k) participants. We consider these 401(k) Plan client assets in calculating our total assets under advisement since we regularly provide investment advice on a non-discretionary basis with respect to these assets.

We will ensure that you receive a summary of material changes, if any, to this and subsequent disclosure brochures with 120 days after our fiscal year ends. Our fiscal year ends on December 31 so you will receive the summary of material changes, if any, no later than April 30 each year. At that time we will also offer a copy of the most current disclosure brochure. We may also provide other ongoing disclosure information about material changes as necessary.

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Item 4 – Services, Fees and Compensation

Ownership

Duncan Williams Asset Management, LLC (“DWAM” or “Advisor” or “we”) became an investment advisor registered with the SEC in February 2015. We are a Delaware Limited Liability Company headquartered in Memphis, Tennessee. Duncan F. Williams owns a controlling membership interest in DWAM.

General Description of Primary Advisory Services

Duncan Williams Asset Management (hereafter referred to as “DWAM”) offers a Wrap Fee program (“Program”) whereby the Firm provides ongoing management to client accounts for a single fee that includes portfolio management services, custodial services and the transaction/commission costs. Under this Program, customers have the option to obtain investment advice either on a discretionary or non-discretionary basis in a manner designed to assist clients in obtaining professional asset management for a convenient single “Wrap Fee.”

As the portfolio manager, we are responsible for the research, security selection and implementation of transaction orders in the client’s account or for the selection of sub-advisor “money managers” who conduct research, security selection and implementation of transaction orders. The transactions in the client’s account will be executed by Charles Schwab (“Schwab”). DWAM receives a portion of the Wrap Fee for portfolio management services and Schwab will also receive a portion of the fee for trade execution expenses. The terms and conditions under which a client participates in DWAM’s Wrap Fee program will be set forth in a written agreement between the client and DWAM. The overall cost incurred from participation in our Wrap Fee program may be higher or lower than if the services were purchased separately.

We offer personalized investment advisory services including asset management services, institutional client consulting, and referrals to third party money managers. The following are descriptions of our primary services under the Wrap Program.

Asset Management Services

Some of our clients elect to engage us to provide fee-based asset management services where we are solely responsible for making all investment recommendations and also for making changes to the managed account. If you elect to engage us for this service, we develop an individualized investment program for your account(s). When managing assets, we may also utilize investment managers who provide discretionary management of individual portfolios.

We offer both discretionary and non-discretionary asset management services providing you with continuous and ongoing supervision over your accounts. As part of our Asset Management Service, a portfolio is created, consisting of individual stocks, bonds, exchange traded funds, options, mutual funds, brokered cd’s, alternative investment funds, and fee-based annuities, where appropriate. The client’s individual investment strategy is tailored to their specific needs and may include some or all of the previously mentioned securities. Portfolios will be designed to meet a particular investment goal. Once the appropriate portfolio has been determined, portfolios are continuously and regularly monitored and if necessary, rebalanced based on the client’s individual needs, stated goals or objectives.

To provide these services, we need to obtain certain information from you to determine your financial situation and investment objectives. At least annually, we contact you to determine whether your financial situation or investment objectives have changed. You have the ability to impose reasonable restrictions on the management of your accounts, including the ability to instruct us not to purchase certain securities. Your beneficial interest in a security does not represent an undivided interest in all the securities held by the custodian, but rather represents a direct and beneficial interest in the securities which comprise the account. A separate account is maintained for you with the custodian and you retain right of ownership of the account (e.g., the right to withdraw securities or cash, exercise or delegate proxy

voting and receive transaction confirmations).

For suitability purposes, each investment in each account is reviewed according to investment objectives, risk tolerance and overall net worth. Investments are recommended as part of a holistic wealth management approach to asset allocation for accounts within a wrap-fee program. The essential difference between transactional accounts and those under management in a wrap-fee program is the way in which transaction services are paid.

Charles Schwab & Co., Inc. provides us with technology to assist with order entry, account viewing and account tracking of the DWAM programs. With respect to accounts utilizing this technology, Schwab is responsible for delivering clearing and custody services and providing statements and confirms through a clearing and custody arrangement with us. We are not affiliated with Schwab. Schwab maintains custody of all Program assets and neither we nor our representatives act as custodian of your account or have direct access to your funds and/or securities.

There is a \$500,000 minimum account value required to establish a DWAM Wrap Program account, although we may grant exceptions on a case by case basis at our sole discretion. Our clients are permitted to bundle household accounts to reach the minimum. Program descriptions within the DWAM Wrap Program are as follows:

Duncan Williams Asset Management Select Account Program – Non-Discretionary

DWAM's Select Account program (Non-Discretionary) is a program where portfolio management services are provided to the client on a non-discretionary basis for a management fee based on the value of the account. As a non-discretionary account the client retains final decision-making authority with respect to all transactions. The advisor and client will work together to identify an appropriate investment strategy. The advisor will monitor the account to ensure it remains consistent with the strategy and make recommendations as needed.

Additional services:

- Recommendation of customized asset allocation;
- Recommendations by the advisor to invest, reinvest, sell or retain assets, if appropriate;
- Ongoing monitoring of the account by the advisor;
- Advice by the advisor on the client's proposed unsolicited transactions;
- Ongoing monitoring and security selection by DWAM;
- Development of customized allocation; and
- Rebalancing of the securities as needed to conform to the investment allocations and/or for deposits/withdrawals.

Duncan Williams Asset Management Select Account Program – Discretionary

DWAM's Select Account Program – Discretionary is a program where portfolio management services are provided to the client on a discretionary basis for a management fee based on the value of the account. As a discretionary account, the advisor is not required to contact the client prior to each transaction. The advisor and client will work together to develop an investment strategy. The advisor will monitor the account to ensure it remains consistent with the investment strategy and that the strategy remains appropriate.

Additional services:

- Investing, reinvesting, selling or retaining assets at the financial advisor's sole discretion, based on client investment questionnaire in Exhibit B of the Investment Advisory Agreement;
- Ongoing monitoring and security selection by the advisor;
- Development of customized asset allocation;
- Rebalancing of the securities as needed to conform to the investment allocations and/or for

- deposits/withdrawals; and
- Advice by the advisor on the client's proposed unsolicited transactions.

Duncan Williams Asset Management Model Portfolio Account Program - Discretionary

DWAM's Model Portfolio Account Program is a program where portfolio management services are provided by DWAM to the client on a discretionary basis for a management fee based on the value of the account. The advisor will help the client choose one of five discretionary model portfolios (Conservative, Balanced, Moderate Growth, Growth and Aggressive) that vary in risk and return objectives. These discretionary portfolios are managed in house by the DWAM Investment Management Group ("IMG"). As a discretionary account, the advisor is not required to contact the client prior to each transaction. The advisor and client will work together to identify and implement an appropriate investment strategy. The IMG will monitor each model portfolio to ensure it remains consistent with its intended risk and return goals. The advisor will work with the client to ensure that the client's personal investment strategy remains consistent with the selected portfolio. As a discretionary account, DWAM is not required to contact the client prior to each transaction.

Additional services:

- Investing, reinvesting, selling or retaining assets by the DWAM IMG;
- Ongoing monitoring and security selection by the DWAM IMG;
- Development of customized asset allocation; and
- Rebalancing of the securities as needed to conform to the investment allocations.

Duncan Williams Asset Management Independent Money Manager Program – Discretionary

DWAM's Independent Money Manager Program provides the client access to select third-party asset managers ("money managers"). DWAM may recommend certain managers to actively manage a portion of its clients' assets. The specific terms and conditions under which a client engages a manager will be set forth in a separate written agreement with the designated manager. In addition to this brochure, clients will also receive the written disclosure documents of the respective managers engaged to manage their assets. DWAM evaluates a variety of information about managers, which may include the managers' public disclosure documents, materials supplied by the managers themselves and other third-party analyses it believes are reputable. To the extent possible, DWAM seeks to assess the managers' investment strategies, past performance and risk results in relation to its clients' individual portfolio allocations and risk exposure. DWAM also takes into consideration each manager's management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other factors. DWAM continues to provide services relative to the discretionary selection of the managers. On an ongoing basis, DWAM monitors the performance of those accounts being managed by managers. DWAM seeks to ensure the managers' strategies and target allocations remain aligned with its clients' investment objectives and overall best interests.

Fees

Under the Program, our advisory services (including portfolio management or advice regarding selecting money managers) and transaction services are provided for one fee.

DWAM offers asset management programs that are billed in a manner that has been agreed to between the advisor and the client. Fees may be charged in a tiered management fee schedule or on a flat fee basis. If the tiered asset management fee billing option is selected the annual fee for asset management services will vary depending upon the value of the assets under management in the client account. The fees will be based upon the following schedule (the tier below reflects the maximum charge):

The fees for our **Asset Management Services** will be as follows:

Value of Assets	Fee Amount (In Basis Points, or bps; 1bp = .01%)
\$0 - \$499,999	200 bps
\$500,000 to \$1,000,000	200 bps
\$1,000,000 - \$2,499,999	175 bps
\$2,500,000 - \$4,999,999	150 bps
\$5,000,000 - \$9,999,999	125 bps
\$10,000,000 - \$24,999,999	Negotiable
\$25,000,000 - above	Negotiable

Investment Consulting Services

Duncan Williams Asset Management also provides investment consulting services on accounts that may or may not be managed or maintained by our firm. If we do not have trading authorization or direct access to the accounts under this service, all trade implementation will be the responsibility of the client.

These services are included in our Asset Management Services and are available under an Investment Consulting Services contract. This contract option may be used with high net worth clients, foundations and endowments, etc. The fee schedule for Investment Consulting Services is the same as Asset Management Services above, however there is a minimum annual fee of \$25,000 for this type of service. DWAM may waive the fee minimum on a case by case basis at our sole discretion.

Institutional Cash Management Program

DWAM's Institutional Cash Management Program is a program where portfolio management services are provided by utilizing brokered CD ladders with staggered maturity ranges. DWAM offers this service to the client on a discretionary or non-discretionary basis for a management fee based on the value of the account. The Institutional Cash Management Program accounts are charged a fee of 0.15% (15bps) or 0.20% (20 bps), depending on account size.

Referrals to Third Party Money Managers

We offer advisory services by referring clients to outside, or unaffiliated, money managers that are registered or exempt from registration as investment advisers. Third-party money managers are responsible for continuously monitoring client accounts and making trades in client accounts when necessary. Prior to referring clients, our firm will provide initial due diligence on third party money managers and ongoing reviews of their management of client accounts. In order to assist in the selection of a third party money manager, our firm will gather client information pertaining to financial situation, investment objectives, and reasonable restrictions to be imposed upon the management of the account. Our firm will communicate information to third party money managers as warranted, and assist the client in understanding and evaluating the services provided by the third party money manager. Clients will be expected to notify our firm of any changes in their financial situation, investment objectives, or account restrictions that could affect their financial standing.

Fee Calculation and Billing

Advisor's fees are cumulative. For example, an account with \$2,000,000 under management will be charged up to 200bps on the first \$1,000,000 and up to 175 bps on the next \$1,000,000.

Notwithstanding the above, in the event that the quarterly fee as calculated above does not exceed the minimum amount described above, then the quarterly fee will equal the minimum amount.

DWAM also provides asset management under a flat fee arrangement. A mutually agreed upon flat fee is charged for asset management services under this arrangement. If the Flat Fee Asset Management fee billing option is selected the annual fee for asset management services generally range between 0.15% and 2.00%. The annual management fee for DWAM Program accounts is negotiable based on the type of client, the complexity of the client's situation, the composition of the client's account, the potential for additional account deposits, the relationship of the client with the investment adviser representative, and the total amount of assets under management for the client. Our annual investment advisory fee may be higher than that charged by other investment advisers offering similar services/programs.

The selected fee billing option and the exact fee to be charged is disclosed in the client agreement that must be signed by both you and us before any services are provided.

For either billing option, the Management Fee is billed in advance on a quarterly basis. The effective date of the fee will be the first day of the quarter during which the client agreement was signed. The initial Management Fee will be prorated to cover the period from the date the Account is opened and approved, through the end of the then current full calendar quarter. For purposes of calculating the initial and subsequent Management Fee, the Account's value includes the sum of the market value of all securities (less margin debit balances), money market, and cash. No fee adjustment will be made for partial withdrawals or for appreciation or depreciation of the Account within a quarterly billing period. In accordance with the terms of the individual Agreement, a pro-rata refund of fees charges will be made to client if the Account is closed within a quarterly billing period.

Advisory fees are generally deducted from your account although you can also request that they be billed directly to you. If fees are deducted from your account, you must authorize the qualified custodian to deduct fees from your account and pay the fees directly to DWAM. If you choose to have fees billed directly to you, they are due upon receiving our billing notice. The billing notice details the formula used to calculate the fee, the assets under management and the time period covered. Fees for the services of our firm are due immediately after your receipt of the billing notice.

Ancillary Services

DWAM may provide additional services ancillary to our primary services of providing investment advice, such as providing consolidated reporting equal to .05% (5 bps) of the value of the Other Assets (the "Reporting Fee"). The Reporting Fee is billed on a quarterly basis, in advance, at the same time and in the same manner as the Management Fee.

DWAM also provides advice on 529 Plans. No Management Fee is charged to the client for this service.

Termination

Either party may terminate services by providing written notice of termination to the other party. If services are terminated within five business days of signing the client agreement, services are terminated without penalty. Any prepaid but unearned fees are promptly refunded to the client at the effective date of termination.

Duncan Williams Asset Management does not reasonably expect to receive any other compensation, direct or indirect, for its Services. If we receive any other compensation for such services, we will (i) offset that compensation against our stated fees, and (ii) will disclose the amount of such compensation, the services rendered for such compensation and the payer of such compensation to you.

Fee Householding

In certain cases, you may be able to household your eligible fee-based Advisory accounts held at our firm

(that is, combine multiple eligible Advisory accounts for purposes of calculating the Advisory Account Fee in order to qualify for available lower fee tiers in each Program, where permissible). You can fee household eligible Advisory accounts across multiple Programs. Fee householding can result in lower overall fees to the client if the aggregate household value is high enough to qualify for lower fee tiers in the applicable Programs. You should contact your Financial Advisor for more detailed information about householding fee-based Advisory accounts, including whether your accounts are eligible to be grouped into a fee household for this purpose.

Additional Fees and Expenses

Except as otherwise provided, the client will incur no charges other than the adviser's fee pursuant to the fee schedule provided in connection with the maintenance of and activity in client's account. DWAM's wrap fee does not include mutual fund management, administrative and marketing fees and expenses, embedded ETF fees, regulatory surcharges, custodian fees such as account termination, IRA annual and maintenance fees and other non-commission/transaction based administrative fees. To the extent that securities transactions are executed away from Schwab, there may be commission mark-up and mark-downs that the client will pay in addition to DWAM's wrap fee.

Third-party managers generally have account minimum requirements that will vary among third-party money managers. The third-party managers charge additional transaction costs and fees that are excluded from the wrap fee that the client pays, which is paid separately by the client. Money managers associated with our advisory programs have the option of executing transactions away from Schwab if they believe it is in the client's best interest to do so. In such cases, the costs associated with execution of the transactions will be included within the net price paid or received by the customer for the securities purchased and sold. Account minimums are generally higher on fixed income accounts than for equity based accounts. A complete description of the third-party money manager's services, fee schedules and account minimums will be disclosed in the third-party money manager's disclosure brochure which will be provided to you prior to or at the time an agreement for services is executed and the account is established.

The actual fee charged to you may vary. DWAM submits billing to Schwab directly.

Under this program, you may incur additional charges including but not limited to, mutual fund sales loads, 12b-1 fees and surrender charges, and IRA and qualified retirement plan fees.

Additional Compensation

From time to time, we may receive expense reimbursement for travel and/or marketing expenses from distributors of investment and/or insurance products. Travel expense reimbursements are typically a result of attendance at due diligence and/or investment training events hosted by product sponsors. Marketing expense reimbursements are typically the result of informal expense sharing arrangements in which product sponsors may underwrite costs incurred for marketing such as advertising, publishing and seminar expenses. Although receipt of these travel and marketing expense reimbursements are not predicated upon specific sales quotas, the product sponsor reimbursements are typically made by those sponsors for whom sales have been made or it is anticipated sales will be made. We endeavor at all times to put your interests first as a part of our fiduciary duty. However, you should be aware that receiving additional compensation through nominal sales awards, expense reimbursements, etc. creates a conflict of interest that impacts our judgment when making advisory recommendations.

Discretionary Authority

If a discretionary account is chosen, the ongoing supervision and management of the portfolio will be our responsibility. This authority is granted to us by you in a written agreement. This allows our Firm to decide on specific securities, the quantity of the securities and placing buy or sell orders for your account without obtaining approval for each transaction. This type of authorization is granted using either the investment advisory agreement the client signs with our Firm. Clients may limit the Firm's discretionary authority if

they wish. For example, the client may set a limit on the type of securities that can be purchased for their account. All such restrictions must be provided in writing.

Comparable Services

We believe our fees for advisory services are reasonable with respect to the services provided and the fees charged by other investment advisors offering similar services. However, lower fees for comparable services may be available from other sources.

Item 5 – Account Requirements and Types of Clients

We generally provide investment advice to the following types of clients:

- Individuals (including high-net worth individuals)
- Trusts and Estates
- Endowments, foundations, and other charitable organizations
- Corporations or other business entities
- Institutional clients
- Pensions, retirement, and profit sharing plans

Minimum Investment Amounts Required

There is a minimum \$500,000 required to establish a wrap program, although we may grant an exception from time to time on a case by case basis in our sole discretion. There is a minimum \$50,000 required to invest in DWAM's Model Portfolio Account Program. Independent Third Party Money Managers may impose their own minimums.

Item 6 – Portfolio Manager Selection and Evaluation

We and our representatives act as the portfolio manager(s) for the DWAM Wrap Program ("Program"), which is a wrap fee program. We may also select and use portfolio managers that are not associated with us. We select and review portfolio managers based on many criteria including, but not limited to, performance, holdings, track record, turnover, manager tenure, expense ratio, peer group rating and historical consistency of all of the above. Managers are chosen based on your best interests.

We rely on third party performance calculations. These third party services utilize standard performance calculation methods. We as a firm cannot confirm or deny the accuracy of these performance measures but rely on them based on their national reputation and standard methods of calculation. We believe them to be fair and accurate representations but do not verify or confirm their accuracy.

Types of Advisory Services

In addition to the management services described above, we provide the following investment advisory services, personalized to each individual client:

Advisory Consulting Services

DWAM provides general consulting services that focus on the specific needs and concerns of the client. Consulting services may include giving advice on investment and investment related matters. These services may include the identification of financial goals and objectives, collection and assessment of all relevant data, identification of financial problems and formulation of solutions, and the preparation of a written or verbal financial plans. The services we provide will typically focus on one or more of the following areas:

- **Retirement Planning** – Retirement planning is a process of determining retirement income goals and the actions and decisions necessary to achieve those goals. Retirement planning includes identifying sources of income, estimating expenses, implementing a savings program and managing assets. Future cash flows are estimated to determine if the retirement income goal will be achieved.
- **Investment Planning** – The goal of investment planning is to determine the investment mix and policy, matching investments to objectives, asset allocation for individuals and institutions, and balancing risk against performance. The process realizes strengths, weaknesses, opportunities and risks in the choice of debt vs. equity, domestic vs. international, growth vs. safety, and many other tradeoffs encountered in the attempt to maximize return at a given risk.

Financial plans are based on the client's financial situation and the financial information provided to our Firm. If the client's financial situation, goals, objectives, or needs change, the client must notify us promptly.

Limits Advice on Certain Types of Investments

We offer investment advice to clients on the following types of investments:

- ☐ Exchange-listed securities
- ☐ Securities traded over-the-counter
- ☐ Corporate debt securities (other than commercial paper)
- ☐ Commercial paper
- ☐ Certificates of deposit
- ☐ Municipal securities
- ☐ Mutual fund shares
- ☐ Exchange Traded Funds
- ☐ Unit Investment Trusts
- ☐ United States government securities
- ☐ Option contracts on securities
- ☐ Interests in partnerships investing in real estate
- ☐ Interests in hedge funds
- ☐ Variable life insurance
- ☐ Variable annuities
- ☐ Fixed Indexed Annuities

However, we reserve the right to offer advice on any investment product that may be suitable for each client's specific circumstances, needs, goals and objectives. Additional information is provided below concerning portfolio holdings in managed accounts.

Tailor Advisory Services to Individual Needs of Clients

Our services are always provided based on your specific needs. You have the ability to impose restrictions on your accounts, including specific investment selections and sectors. However, we will not enter into an investment advisory relationship with a prospective client whose investment objectives may be considered incompatible with our investment philosophy or strategies or where the prospective client seeks to impose unduly restrictive investment guidelines.

You have sole discretion about whether or not to contract for our services. In addition, you have discretion about whether or not to implement any recommendations made by our advisers. Clients who decide to proceed with our recommendations may do so either through our Firm or by using the advisory firm of their choice.

Wrap-Fee Program versus Portfolio Management Program

We offer services through both traditional and wrap-fee management programs. In traditional management programs, advisory services are provided for a fee but transaction services are billed separately on a per-transaction basis. In wrap-fee programs, advisory services (including portfolio management or advice regarding selecting other investment advisors) and transaction services are provided for one fee. The Program, which consists of the options described in Item 4 above, is a wrap-fee program. Whenever a fee is charged to a client for management services (whether wrap fee or non-wrap fee), we receive all or a portion of the fee charged. We do not receive any compensation except advisory fees in wrap fee programs.

For suitability purposes, each investment in each account is reviewed according to investment objectives, risk tolerance and overall net worth. Investment are recommended as part of a holistic wealth management approach to asset allocation for accounts within a wrap-fee program. The essential difference between transactional accounts and those under management in a wrap-fee program is the way in which services are paid.

As DWAM absorbs certain transaction costs in wrap fee accounts, we may have a financial incentive not to place transaction orders in those accounts since doing so increases our transaction costs. Thus, an incentive exists to place trades less frequently in a wrap fee arrangement.

Client Assets Managed by Advisor

The amount of clients' assets managed by Advisor totaled \$409,715,027 as of January 31, 2021, with \$373,331,372 managed on a discretionary basis, and \$36,383,655 managed on a non-discretionary basis.

The amount of client assets under advisement (which includes our assets under management reported in Part I of the ADV and assets managed on behalf of 401(k) Plans), totaled \$630,747,906 as of January 31, 2021, with \$373,331,372 advised on a discretionary basis and \$257,416,534 advised on a non-discretionary basis.

Form ADV's instructions on calculating assets under management in Part I of the Form ADV only permits assets managed on a non-discretionary basis to be included if we are responsible for executing the purchase and sale of the securities we recommend. We are engaged by sponsors of 401(k) accounts to regularly provide management advice on a non-discretionary basis, and if our recommendations are selected, we are responsible for modifying the menu of available investment options for the plan participants. However, we do not execute individual securities transactions on behalf of 401(k) participants. We consider these 401(k) Plan client assets in calculating our total assets under advisement since we regularly provide investment advice on a non-discretionary basis with respect to these assets.

Conflicts of Interest Notice Regarding IRA Rollovers from a Qualified Employer Sponsored Retirement Plan

A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending on the client's age, result in adverse tax consequences). If DWAM recommends that a client roll over their retirement plan assets into an account to be managed by DWAM, such a recommendation creates a conflict of interest if DWAM will earn an advisory fee on the rolled over assets. No client is under any obligation to rollover retirement plan assets to an account managed by DWAM.

A description of all fee-based investment advisory services that we provide is available in this Disclosure Brochure.

Performance-Based Fees and Side-By-Side Management

Performance-based fees are defined as fees based on a share of capital gains or capital appreciation of the assets held in a client's account. We do not receive performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees.

Methods of Analysis

We use fundamental, technical, cyclical and charting analysis when considering investment strategies and recommendations for clients.

Fundamental

Fundamental analysis is a method of evaluating a company or security by attempting to measure its intrinsic value. In other words, fundamental analysts try to determine its true value by looking at all aspects of the business, including both tangible factors (e.g., machinery, buildings, land, etc.) and intangible factors (e.g., patents, trademarks, "brand" names, etc.). Fundamental analysis also involves examining related economic factors (e.g., overall economy and industry conditions, etc.), financial factors (e.g., company debt, interest rates, management salaries and bonuses, etc.), qualitative factors (e.g., management expertise, industry cycles, labor relations, etc.), and quantitative factors (e.g., debt-to-equity and price-to equity ratios).

The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). This method of security analysis is considered to be the opposite of technical analysis. Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

Technical

This method of evaluating securities analyzes statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. Technical analysts believe that the historical performance of stocks and markets are indications of future performance.

Cyclical

Cyclical analysis looks at recurring periods of expansion and contraction that can impact a company's profitability and cash flow. Cyclical stocks tend to rise quickly when the economy turns up and fall quickly when the economy turns down (i.e., housing, automobiles, telecommunications, paper, etc.). Non-cyclical industries (i.e., food, insurance, drugs, health care, etc.) are not as directly impacted by economic changes.

Charting

Charting is a technical analysis that charts the patterns of stocks, bonds and commodities to help determine buy and sell recommendations for clients. It is a way of gathering and processing price and volume information in a security by applying mathematical equations and plotting the resulting data onto graphs in order to predict future price movements. A graphical historical record assists the analyst in spotting the effect of key events on a security's price, its performance over a period of time and whether it is trading near its high, near its low or in between. Chartists believe that recurring patterns of trading, commonly referred to as indicators, can help them forecast future price movements.

Investment Strategies

The investment strategies used when implementing investment advice include, but are not limited to:

- Long term purchases (securities held at least a year)
- Short term purchases (securities sold within a year)
- Trading (securities sold within 30 days)
- Option writing (Including covered options, uncovered options or spreading strategies). Note: options are contracts giving the purchaser the right to buy or sell a security, such as stocks, at a fixed price within a specific period of time).
- Margin

We gather information from financial newspapers and magazines, inspection of corporate activities, research materials prepared by others, corporate rating services, annual reports, prospectuses and other filings with the Securities and Exchange Commission and company press releases. For managed Program accounts, we may also use information, research, analysis, recommendations and asset allocation methodology of third party providers.

Risk of Loss

Investing in securities involves a risk of loss that you should be prepared to bear, including loss of your original principal. You should be aware that past performance of any security is not necessarily indicative of future results. Therefore, you should not assume that future performance of any specific investment or investment strategy will be profitable. We do not provide any representation or guarantee that your goals will be achieved. Further, depending on the different types of investments, there may be varying degrees of risk. Examples of these risks include the following:

Market Risk. Either the market as a whole, or the value of an individual company, goes down, resulting in a decrease in the value of client investments. This is referred to as systemic risk.

Equity (Stock) Market Risk. Common stocks are susceptible to fluctuations and to volatile increases/decreases in value as their issuers' confidence in or perceptions of the market change. Investors holding common stock (or common stock equivalents) of any issuer are generally exposed to greater risk than if they hold preferred stock or debt obligations of the issuer.

Company Risk. There is always a certain level of company or industry specific risk when investing in stock positions. This is referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that a company may perform poorly or that its value may be reduced based on factors specific to it or its industry (e.g., employee strike, unfavorable media attention).

Options Risk. Options on securities may be subject to greater fluctuations in value than investing in the underlying securities. Purchasing and writing put or call options are highly specialized activities and involve greater than ordinary investment risk. Puts and calls are the right to sell or buy a specified amount of an underlying asset at a set price within a set time.

Fixed Income Risk. Investing in bonds involves the risk that the issuer will default on the bond and be unable to make payments. In addition, individuals depending on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.

ETF and Mutual Fund Risk. ETF and mutual fund investments bear additional expenses based on a pro-rata share of operating expenses, including potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities held by the ETF or mutual fund. Clients also incur brokerage costs when purchasing ETFs.

Management Risk. Your investments also vary with the success and failure of our investment strategies,

research, analysis and determination of portfolio securities. If our strategies do not produce the expected returns, the value of your investments will decrease.

The account or custodian or clearing firm can increase its “house” maintenance margin requirements at any time and are not required to provide your advance written notice. You are not entitled to an extension of time on a margin call.

Performance Reporting

Performance reporting for advisory accounts is conducted by the Investment Management Group of DWAM (“IMG”) using Black Diamond. Black Diamond offers customizable performance reporting using portfolio management solutions to automatically calculate internal and time weighted rates of return for individual holdings and overall portfolios, both absolute and relative to any benchmark designated. Customized performance reporting templates have been preapproved for use by the President and CCO and/or designee, prior to presenting to a client.

Voting Client Securities

Unless we are required by law, we do not vote proxies on your behalf. You should read through the proxy materials provided and make a determination on the issues presented. You have sole responsibility for voting proxies. You will receive proxies directly from the qualified custodian or transfer agent; we will not provide you with proxies.

With respect to assets managed by a third-party money manager, we will not vote the proxies associated with these assets. You will need to refer to each third-party money manager’s disclosure brochure to determine whether the third-party money manager will vote proxies on your behalf.

Item 7 – Client Information Provided to Portfolio Managers

Because only our representatives serve as portfolio managers for the DWAM Fund Wrap Program, the representatives are responsible for gathering all information provided by you. They interview and work with you to gather all information needed relative to your investment objectives and needs in order to provide management services through the Program. You are responsible for promptly contacting your representative to notify them of any changes to your financial situation that impacts or materially influences the way we manage your accounts.

Periodically we may need to provide certain financial information about clients to a portfolio manager. This requirement may be necessary when working with an investment that has certain net worth or income requirements. This information may be supplied to the portfolio manager, as necessary. The information is only provided to establish financial suitability and qualification for a specific investment.

Confidentiality

DWAM views protecting its clients’ private information as a top priority and, pursuant to the requirement of the Gramm-Leach-Bliley Act, the Firm has instituted policies and procedures to ensure that customer information is kept private and secure.

DWAM does not disclose any nonpublic personal information about its customers or former customers to any nonaffiliated third parties, except as permitted by law. In the course of servicing a client account, DWAM may share some information with its service providers, such as custodians.

DWAM restricts internal access to non-public personal information about its clients to those employees who need to know that information in order to provide products or services to the client. DWAM maintains physical and procedural safeguards that comply with state and federal standards to guard a client’s nonpublic personal information and ensure its integrity and confidentiality. As emphasized above, it has always been and will always be the Firm’s policy never to sell information about current or former

customers or their accounts to anyone. It is also the Firm's policy not to share information unless required to process a transaction, at the request of the client, or as required by law.

A copy of the Firm's privacy policy notice will be provided to each client prior to, or contemporaneously with, the execution of the advisory agreement. Thereafter, the Firm will deliver a copy of the current privacy policy notice to its clients on an annual basis. Please contact us with any questions concerning this policy.

Item 8 – Client Contact with Portfolio Managers

Because only our representatives serve as portfolio managers for the DWAM Fund Wrap Program, there are no restrictions placed on your ability to contact and consult with your portfolio managers. It is our policy to provide for open communications between our advisers and you. You are encouraged to contact your advisers whenever you have questions about the management of your account(s).

Restrictions are imposed for clients invested in the DWAM Independent Money Manager Program. This Program is managed by third-party money managers where DWAM acts as the intermediary between the client and the manager.

Item 9 – Additional Information

Disciplinary Information

We have no legal or disciplinary events that we believe are material to your evaluation of our business or the integrity of our management.

Other Financial Industry Activities and Affiliations

Duncan F. Williams owns a controlling membership interest in DWAM and is a director. Mr. Williams is a director, shareholder, and executive officer of Duncan-Williams, Inc., a registered broker-dealer ("DWI"). From time to time we may recommend securities (or other investment products) to advisory clients in which we or any related person has the proprietary ownership or interest. Clients of DWAM are under no obligation to engage DWI as a broker-dealer, to effect securities transaction, or to purchase any other products from or through DWI or any of its representatives acting on its behalf. DWAM and DWI have entered into a services agreement in which DWI provides certain administrative services on behalf of DWAM. These services include the following:

Back office investment operation support,
Marketing support,
Administrative support,
Personnel support,
Compliance support, and
Legal and Tax support.

DWAM has agreed to pay DWI a fee in consideration for providing these services. Either party may terminate this agreement upon providing at least 60 days prior notice.

We are not and do not have a related person that is:

- An investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, and offshore fund) a futures commission merchant, commodity pool operator or commodity trading advisor
- A banking or thrift institution
- Accountant or accounting firm
- A lawyer or law firm
- Real estate broker or agent

- A pension consultant
- A sponsor or syndicator of limited partnerships

Private Investment Company

We are an independent registered investment advisor and only provide investment advisory services. We are not engaged in any other business activities and offer no other services except those described in this Disclosure Brochure. However, while we do not sell products or services other than investment advice, our representatives may sell other products and provide services outside of their role as investment advisor representative with us.

Code of Ethics

Section 204A-1 of the *Investment Advisers Act of 1940* requires all investment advisers to establish, maintain and enforce a Code of Ethics. We have established a Code of Ethics that applies to all of our associated persons. An investment adviser is considered a fiduciary according to the *Investment Advisers Act of 1940*. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each client at all times. We have a fiduciary duty to all clients. This fiduciary duty is considered the core underlying principle for our Code of Ethics, which also covers our insider trading and personal securities transactions policies and procedures. We require all of our supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and when changes occur, all supervised persons sign an acknowledgement that they have read, understand and agree to comply with our Code of Ethics. We have the responsibility to make sure that the interests of all clients are placed ahead of our own or our supervised persons' own investment interests. We provide full disclosure of all material facts and potential conflicts of interest to clients prior to any services being conducted. We and our supervised persons must conduct business in an honest, ethical and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. However, if a client or a potential client wishes to review our Code of Ethics in its entirety, a copy is provided promptly upon request.

Participation in Client Transactions and Personal Trading

Our associated persons may buy or sell securities or have an interest or position in a security for our personal account that is also recommended to clients. We are and will continue to be in compliance with *The Insider Trading and Securities Fraud Enforcement Act of 1988*. As these situations represent a potential conflict of interest, it is our policy that no associated persons will prefer his or her own interest to that of the advisory client. No person employed by us may purchase or sell any security prior to a transaction or transactions being implemented for an advisory account. Associated persons will not buy or sell securities for their personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of his/her employment unless the information is also available to the investing public upon reasonable inquiry. We maintain a list of all securities holdings for all associated persons, which is reviewed on a regular basis by a principal of the firm. This log is available for client review upon request.

Account Reviews

DWAM monitors the individual investments within DWAM's portfolio management programs on a continuous basis. Portfolio performance is reviewed, at a minimum, on a quarterly basis. In addition, the adviser's supervisor (or designee) also reviews the accounts. At a minimum, wrap fee program accounts are reviewed on a quarterly basis.

The calendar is the main triggering factor, although more frequent reviews may also be triggered by your specific request, by changes in your circumstances or unusual market activity.

Absent your specific instructions, accounts are reviewed for accuracy of holdings and to ensure that the portfolios continue to work toward your goals and objectives.

Account Reports

You receive statements at least quarterly from the custodian where your accounts are maintained. In addition, you may elect to receive quarterly or on-demand position and performance reports from us. There is no charge for the reports we prepare for you.

Client Referrals and Other Compensation

DWAM has entered into an agreement with and compensates a third party to refer prospective clients to the firm. At the time of solicitation and before the client signs an advisory agreement with us, the solicitor is required to disclose this relationship and provides the client with a copy of our Disclosure Brochure as required by Rule 204-3 of the Investment Advisers Act of 1940. The client also receives a copy of the solicitor disclosure statement containing the information set forth in Rule 206(4)-3 of the Investment Advisers Act of 1940. If a referred client enters into an investment advisory agreement with us, a referral fee is paid to the solicitor. Payments for referrals are a percentage of the customary advisory fee received by DWAM from the referred client. The referral relationship will not result in clients being charged any fees over and above the normal fees charged for the advisory services provided. Such arrangements create an inherent conflict of interest for the third party making the referral because of the fee the third party will receive for making the referral.

DWAM negotiates compensation on a case-by-case basis with non-related entities that refer clients. The referral agreements between us and the solicitors will be in compliance with regulations as set out in 17 CFR §275.206(4)-3 and the Rules under the *Investment Advisers Act of 1940*. DWAM retains ultimate discretion to accept client referrals from solicitors.

DWAM may charge fees for ancillary services, such as provided consolidated reporting of client assets.

Financial Information

We do not require or solicit payment of more than \$1,200 in fees per client, six months or more in advance. We are not required to include a balance sheet for our most recent fiscal year with this Brochure Appendix or our separate Disclosure Brochure. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, we have not been the subject of a bankruptcy petition at any time.

The Custodian and Brokers We Use

DWAM does not maintain custody of your assets that we manage/on which we advise (although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account). Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We recommend/request that our clients use Schwab, a FINRA-registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we/you instruct them to. While we recommend/request that you use Schwab as custodian/broker, you will decide whether to do so and open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account, as described in the next paragraph.

How We Select Brokers/Custodians

We seek to recommend a custodian/broker who will hold your assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. We

consider a wide range of factors, including, among others, these:

- Combination of transaction execution services along with asset custody services (generally without a separate fee for custody);
- Capability to execute, clear and settle trades (buy and sell securities for your accounts);
- Capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.);
- Breadth of investment products made available (stocks, bonds, mutual funds, exchange traded funds (ETFs), etc.) and willingness to negotiate them;
- Reputation, financial strength and stability of the provider;
- Their prior service to us and our clients;
- Availability of other products and services that benefit us, as discussed below.

Products and Services Available to Us from Schwab

Schwab Advisor Services (formerly called Schwab Institutional) is Schwab's business serving independent investment advisory firms like us. Through Schwab Advisor Services, CS&Co. provides us and our clients with access to its institutional brokerage services – trading, custody, reporting and related services – many of which are not typically available to CS&Co. retail customers. CS&Co. also makes available various support services. Some of those services help us manage or administer our clients' accounts while others help us manage and grow our business. CS&Co. support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us as long as we keep a total of at least \$100 million of our clients' assets in accounts at CS&Co. If we have less than \$100 million in client assets at CS&Co., it may charge us quarterly service fees. The availability to us of CS&Co.'s products and services is not based on us giving particular investment advice, such as buying particular securities for our clients. Below is a more detailed description of CS&Co.'s support services.

Services that Benefit You. CS&Co.'s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. CS&Co.'s services described in this paragraph generally benefit you or your account.

Services that May Not Directly Benefit You. CS&Co. also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or some substantial number of our client's accounts, including accounts not maintained at CS&Co. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements);
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- Provide pricing and other market data;
- Facilitate payment of our fees from our clients' accounts; and
- Assist with back-office functions, recordkeeping and client reporting.

Services that Generally Benefit Only Us. CS&Co. also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events;
- Technology, compliance, legal and business consulting;
- Publications and conferences on practice management and business succession; and
- Access to employee benefits providers, human capital consultants and insurance providers.

CS&Co. may provide some of these services itself. In other cases, it will arrange for third-party vendors

to provide the services to us. CS&Co. may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. CS&Co. may also provide us with other benefits such as occasional business entertainment of our personnel.

Best Execution

If we assist you in implementing any recommendations, we have a duty to ensure that you receive the best execution possible. Best execution of client transactions is an obligation we take seriously and is a catalyst in the decision to use Schwab. While quality of execution at the best price is an important determinant, best execution does not necessarily mean lowest price and it is not the sole consideration.

Schwab makes available to us at reduced or not cost other products and services that benefit us but does not benefit our clients' accounts. Some of these other products and services assist us in managing and administering client accounts. These include software and other technology that:

- Provide access to client account data (such as trade confirmations and account statements)
- Facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts)
- Provide research, pricing information and other market data
- Facilitate payment of fees to us from client accounts
- Assists with back-office functions, record-keeping and client reporting

Schwab also offers other services intended to help us manage and further develop our business enterprise such as consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing.

As a fiduciary, we endeavor to act in your best interests. However, our recommendation that you maintain your assets at Schwab may be based in part on the benefit to us of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab. This creates a conflict of interest.

Handling of Trade Errors

We have implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. Consistent with our fiduciary duty, it is our policy to correct trade errors in a manner that is in the best interest of the client. In cases where the client causes the trade error, the client is responsible for any loss resulting from the correction. Depending on the specific circumstances of the trade error, the client may not be able to receive any gains generated as a result of the error correction. In all situations where the client does not cause the trade error, the client is made whole and we absorb any loss resulting from the trade error if we caused the error. If the error is caused by the broker/dealer, the broker/dealer is responsible for covering all trade error costs. If an investment gain results from the correcting trade, at times the gain will remain in the client's account unless the same error involved other client account(s) that should also receive the gains. Many times, whether the gain will remain in the client's account depends on the policy of a mutual fund if related to the transaction in question. It is not permissible for all clients to retain the gain. We may also confer with clients to determine if they should forego the gain (e.g., due to tax reasons). We never benefit or profit from trade errors.

Aggregate Trading

We do not currently aggregate the purchase or sale of securities for various client accounts since, at this time, each of our client accounts must be maintained separately from one another.

Customer Privacy Notice

In November of 1999, Congress enacted the *Gramm-Leach-Bliley Act* ("GLBA"). The GLBA requires certain financial institutions, such as investment advisor firms, to protect the privacy of customer information. In situations where a financial institution does disclose customer information to non-affiliated

third parties, other than permitted by law, customers must be given the opportunity to opt-out or prevent such disclosure. We do not share or disclose customer information to non-affiliated third parties except as permitted or required by law.

We are committed to safeguarding the confidential information of our clients. We hold all personal information provided by clients in the strictest confidence and it is our objective to protect the privacy of all clients. Except as permitted or required by law, we do not share confidential information about clients with non-affiliated parties. In the event that there is a change in this policy, we provide clients with written notice and clients are provided an opportunity to direct us whether such disclosure is permissible.

To conduct regular business, we may collect personal information from sources such as:

- Information reported by the client on applications or other forms the client provides to the advisor;
- Information about the client's transactions implemented by the advisor or others; and
- Information developed as part of financial plans, analyses, or investment advisory services.

To administer, manage, service, and provide related services for client accounts, it is necessary for us to provide access to customer information within our firm and to non-affiliated companies with whom we have entered into agreements. To provide the utmost service, we may disclose the information below regarding customers and former customers, as necessary, to companies to perform certain services on our behalf:

- Information we receive from clients on applications (Social Security number, address, assets, etc.);
- Information about the client's transactions with us or others (account information, payment history, parties to transactions, etc.);
- Information concerning investment advisory account transactions; and
- Information about a client's financial products and services transaction with us.

Since we share non-public information solely to service client accounts, we do not disclose any non-public personal information about our customers or former customers to anyone, except as permitted by law. However, we may also provide customer information outside of the firm as required by law, such as to government entities, consumer reporting agencies or other third parties in response to subpoenas.