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Form ADV, Part 2A; our “Disclosure Brochure” or “Brochure” as required by the Investment Advisers Act of 1940 is an important document between Clients (you, your) and “Linscomb & Williams” (us, we, our, Firm).

**This brochure provides important information about the qualifications and business practices of Linscomb & Williams (“L&W”). If you have any questions about the contents of this brochure, please contact us at 713-840-1000 and/or [compliance@linscomb-williams.com](mailto:compliance@linscomb-williams.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any State Securities Authority.**

**Additional information about Linscomb & Williams, Inc. also is available at the SEC’s website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

We are a registered investment adviser with the Securities and Exchange Commission. Our registration as an Investment Adviser does not imply any level of skill or training. The oral and written communications we provide to you, including this Brochure, is information you use to evaluate us (and other advisers) which are factors in your decision to hire us or to continue to maintain our relationship.

## Material Changes

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This section of the Brochure summarizes only those “material changes” that have been incorporated since our August 2022 Brochure update.

**Item 4 – Advisory Services** was updated to reflect our current ownership structure and to expand the descriptions and categories related to our services.

**Item 5 – Fees and Compensation** was updated to add disclosures related to additional fees that may be incurred with third parties and added explanations on how we bill on accounts that utilize margin.

**Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss** was updated to more clearly breakout various risk factors including additional disclosure related to Public Health and Cybersecurity and Business Continuity risks.

**Item 10 – Other Financial Industry Activities and Affiliations** was updated to disclose our relationship to Cadence Bank, our practices on employee outside business activities, and how we supervise our IARs activities.

**Item 12 – Brokerage Practices** was updated to include disclosure regarding our relationship with certain custodians.

**Item 14 – Client Referrals** was updated to disclose our referrals arrangements with affiliated and non-affiliated promoters. Further, a disclosure was added discussing potential employee receipt of non-cash compensation related to third party gifts and entertainment.

**Item 15 – Custody** was updated to disclose that we may be deemed to have custody of certain client assets and that we will obtain a surprise audit consistent with our regulatory requirements when applicable.

**Item 17 – Voting of Client Securities** was updated to disclose our standard voting procedures for Cadence Bank proxies.

We may, at any time, update this Brochure and either send you a copy or offer to send you a copy [either by electronic means (email) or in hard copy form]. A copy also is available on our website at: <https://linscomb-williams.com/>

If you would like a copy of this Brochure, please download it from the SEC Website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov), or you may contact our Chief Compliance Officer at 713-840-1000 or [compliance@linscomb-williams.com](mailto:compliance@linscomb-williams.com).

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## Item 4 – Advisory Business

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Linscomb & Williams (“L&W”) is an investment adviser registered with the U.S. Securities and Exchange Commission (the “SEC”). We have over 50 years of experience in providing comprehensive wealth planning and investment advisory services to clients with diverse financial situations and needs. The Firm’s roots date back to 1971 when we began advising clients on personal financial wealth management strategies to manage risk and build wealth. Our Firm, headquartered in Houston, Texas, has grown organically and by acquisition with additional offices located in Atlanta, Georgia; Birmingham and Huntsville, Alabama; and The Woodlands and Fredericksburg, Texas.

As of December 31, 2022, L&W had regulatory assets under management of approximately \$4.3 billion, of which approximately \$1.3 million was advised on a non-discretionary basis.

Our Firm operates as a wholly owned subsidiary of Cadence Bank. In November 2021, Cadence Bancorp and Cadence Bank, N.A. merged with BancorpSouth, a regional banking organization based in Tupelo, Mississippi. BancorpSouth adopted and continues operations with the name “Cadence Bank” and “Cadence” which is referenced through this brochure.

We strive to provide personalized advice and professional service to all our clients and offer a broad range of fee-only investment management and wealth planning services based on a client’s specific financial goals. We manage portfolios within different types of accounts for individuals, families, trusts and other legal entities. Our investment advice primarily incorporates mutual funds, ETFs, variable annuity subaccounts, equities, corporate and municipal bonds, and US government debt; however, from time to time we provide advice on a variety of other investment types as well. We also can accommodate reasonable restrictions placed on a specific issuer, industry, or sector, if in the sole discretion of L&W the restrictions would not materially impact the performance or management of a strategy or prove overly burdensome to the Firm’s management efforts.

### **WEALTH PLANNING SERVICES**

Wealth planning is an ongoing process that assesses your entire financial situation to create a holistic financial plan aimed at helping you achieve your short- and long-term financial goals. L&W’s wealth planning services may include any or all the following services based on your needs:

- Gift & Estate Planning
- Charitable Planning
- Benefit Plan Advice
- Income Tax Planning
- Social Security Planning
- Investment Policy
- Risk Management
- Insurance Planning
- Cash Flow Forecasting
- Retirement Planning
- Concentrated Wealth
- Educational Funding
- Financial Organization

We offer advice in an effort to mitigate you and your family from financial risks such as those associated with loss of income, premature death, market downturns, and other life events. In performing these services, we are not required to verify any information received from you or from other professionals (e.g., attorneys, accountants, etc.) and are expressly authorized to rely on the

information provided by you to conduct our financial planning assessment. All presented plans or planning advice are reviewed by a senior member of the planning team and wealth advisor(s). L&W also can help with implementation of planning recommendations, as needed or requested by the client. Implementation may include working with a client's other professionals, such as attorneys, CPAs, brokers, and insurance agents. Though we can provide assistance with the implementation of recommendations made through the financial planning process, you are under no obligation to utilize the service of L&W.

Typically, our wealth planning services are paired with our discretionary investment management capabilities that utilize our asset allocation portfolios that have various investment risk profiles and financial objectives. While the majority of our clients hire us to provide financial planning and discretionary portfolio management, we also provide investment advice on a non-discretionary basis as granted by the Client in the Investment Management Agreement ("IMA"). Clients maintain absolute discretion over all decisions regarding the implementation of their financial plan and are under no obligation to use us for any specific asset management service. Clients also should be aware that it always remains their responsibility to promptly notify the Firm of any changes to their financial situation or investment objectives for the purposes of reviewing, evaluating, or revising any of our recommendations and/or services.

## **DISCRETIONARY PORTFOLIO MANAGEMENT SERVICES**

Clients selecting discretionary services will grant L&W authority to buy and sell securities and other investment instruments in their account while implementing asset allocation decisions that are aligned to the Client's investment goals. L&W also is granted the authority to retain third-parties or subadvisors, which includes affiliates of L&W, to perform any of the duties or obligations of the Firm under the IMA. Clients that hire us in a non-discretionary basis typically require that our recommendations and investment decisions either be pre-approved by the Client, or the Client may choose whether to implement our recommendations in their overall investment process.

Assets must be held at a qualified custodian. To implement our discretionary accounts, we recommend our clients use specific custodians who provide L&W access to their custodial and trading services. Investment portfolios are structured to meet both short- and long-term financial objectives by focusing on long-term returns while managing short-term volatility based on the Client's specific investment objectives and risk requirements that are determined with the Client. Our wealth advisors work with the Client to evaluate several factors that will determine an appropriate investment portfolio including investment goals, time horizon, risk tolerance, tax impact, liquidity needs, economic conditions, market exposures, and any reasonable investment guidelines or restrictions provided.

### Investment Selections

Based on our understanding of your needs, we customize advice to clients although periodically we employ similar asset allocation strategies and purchase similar securities in other client accounts based on our asset allocation model portfolios. Differences are likely between discretionary portfolios managed by us due to specific client driven investment goals, cash availability, investment restrictions, account size, tax considerations, time horizon, and various other factors. Therefore, the performance of our discretionary client portfolios that implement similar asset allocation model portfolios will differ from each other as well as from that of the asset allocation model portfolios.

## **INVESTMENT CONSULTING SERVICES**

We offer investment consulting services to address your needs with general investment and product-based advice and education. Our investment consulting guidance includes:

- Developing an investment policy statement;
- Asset allocation study;
- Investment manager search; and
- Monitoring your investment portfolio.

## **RETIREMENT PLAN SERVICES**

L&W is a “fiduciary” as that term is defined in Section 3(21) of the Employee Retirement Income Security Act of 1974 (“ERISA”), and Section 4975(e)(3) of the Internal Revenue Code of 1986 (“Code”), as applicable when providing recommendations to retirement investors and plans. We offer fiduciary-based advisory and non-fiduciary consulting functions to retirement plans consulting services, which includes the development of an investment policy statement, general investment education, investment manager selection, recommendation of a plan’s qualified default investment alternative, quarterly reporting, transition guidance, and an analysis of plan costs.

Our services can be structured as Section 3(21) plan consulting and advice or as Section 3(38) discretionary investment management. We also offer RFP process management; plan design, benchmarking services, ongoing investment recommendation and assistance, and employee enrollment and education.

## **WRAP FEE PROGRAMS**

Currently, we do not sponsor any “wrap-fee” programs nor are we a participant as an investment manager in a wrap program.

## **NON-MANAGED COURTESY ASSETS**

In some circumstances, we agree to report investment assets of the Client without providing investment management services or advice. For these assets, we will not direct the investment or reinvestment of those assets; however, we will consider those assets in the overall asset allocation decisions of the accounts in which we do have discretionary investment authority unless otherwise directed by the Client. Any trades placed by L&W for non-managed courtesy assets will be solely on a non-solicited, non-discretionary basis, as requested and directed by the Client. The Client also may make trades in these accounts without consulting us.

Because we have no monitoring responsibility, we are not responsible for ensuring that the investments made in the non-managed courtesy assets conform to the Client’s financial circumstances, investment objectives, investment time horizon, and risk tolerance, even if such information is available to us within the custodian’s platform. However, we assist the Client procedurally, upon request, in imposing guidelines, restrictions or other client directed tasks for such assets.

## **Item 5 – Fees and Compensation**

As an investment adviser, we are compensated for our advisory services in three ways: (a) a percentage of assets under management, (b) hourly charges, and (c) fixed fees. We do not earn

commissions on any services we offer to Clients or 12b-1 fees for distribution of mutual funds. L&W also will receive certain non-financial soft dollar benefits. See **Item 12 - Brokerage Practices** for more details.

Wealth planning services and recommendations provided (if any) are specific to each client engagement, and the cost is typically included in the normal investment advisory fee charged (with any exceptions agreed upon in advance). It also should be noted that fees are charged by other third parties, such as outside managers and custodians, may not be negotiable, and are beyond our control.

## **DISCRETIONARY PORTFOLIO MANAGEMENT FEE SCHEDULES**

Discretionary portfolio management accounts are charged on a fee basis. Fees are assessed quarterly in arrears based on the market value of the assets in the account as valued by the custodian, and may include prorated fees for assets deposited to the account during the prior quarter. Our standard advisory fee schedule below does not include other possible fees, such as custodian fees, underlying investment fees, or other third-party fees. Clients also should note that comparable services vary and lower fees for comparable services may be available from other sources.

<b>Dollar amount</b>	<b>Percentage charged yearly</b>
First \$2 million	1.00%
Next \$3 million	0.8%
Next \$5 million	0.6%
Over \$10 million	0.4%

## **Limited Negotiability of Advisory Fees**

While we maintain a standard fee schedule, we retain the right to negotiate fees or waive fees on a client-by-client basis. Client relationships prior to 2012 or accounts obtained through acquisition, may be subject to a different fee schedule, based on fee schedules in effect at the time they became a client. Certain Clients also may have minimum fee requirements. Therefore, advisory fees will differ among clients, and other clients may pay less than you or have lower minimum fees.

In determining the fee structure for an account, we consider the nature of our proposed relationship with you. The relationship determination is based on factors such as, but not limited to, asset size and longevity, anticipated future assets and withdrawals, services provided, other household accounts we manage, account type, and investment strategy complexity.

Discounts are offered to L&W employees and their families. Cadence Bank employees also receive services at reduced rates.

## **NON-MANAGED COURTESY ASSETS**

We typically do not charge a fee for non-managed courtesy assets. Any trading you or other managers conduct in these assets may incur additional fees such as advisory fees charged by a third-party manager, trading fees, and custodial fees which are unrelated to, and separate, from L&W.

## AD HOC WEALTH PLANNING SERVICES FEE SCHEDULE

Our normal practice is to offer wealth planning services as inclusive within the fee you pay for discretionary portfolio management. In limited instances, where unique specialty planning work may be required, L&W will propose to you, in advance, a separate financial planning fee.

In these instances, L&W typically charges a fixed fee based on the level of complexity and time required by the planning team and/or advisor(s). While L&W does not offer planning services on a true time-billed hourly basis, the underlying time charge is based on a range of \$250 - \$400 per hour (subject to annual review and adjustment).

For special services, such as expert witness testimony, L&W typically charges a rate of \$400 - \$500 per hour.

## INVESTMENT CONSULTING SERVICES TO ERISA PLANS FEE SCHEDULE

Fees for investment consulting services are typically charged as a percentage of assets under advisement and are determined on a client-by-client basis based on factors including:

- Whether or not we are providing you with a full menu of services or only a few services;
- The dollar value of your portfolio;
- The number of assets and accounts you have;
- The number and location of your employees (for qualified clients who use our retirement planning services).

This table is an *example* of what we might charge for a consulting relationship (however, each relationship is unique in structure, so variations can be significant). The actual fee may be higher or lower than this example.

Dollar amount (in millions)	Percentage charged yearly
\$1-3M	0.45%
\$3-5M	0.35%
\$5-10M	0.25%
\$10-20M	0.15%
Over \$20M	0.10%

## PAYMENT AND BILLING

Fees generally must be paid quarterly. Accounts within the same household, and in certain cases related to a household, are aggregated for breakpoint pricing. The fee amount is based on the market value of your assets on the final business day of the calendar quarter. When deposits and withdrawals during the quarter exceed 10% of the asset value at the end of the quarter, the quarterly fee will be prorated for those deposits and withdrawals.

Fees for investment consulting services are generally invoiced on a quarterly basis in arrears; however, some client arrangements are structured with a quarterly fee, payable in advance each quarter.



## **Direct Fee Debit**

Clients generally authorize us to withdraw advisory fees payable from their accounts which are held with a qualified custodian such as Charles Schwab & Co., TD Ameritrade, or Fidelity Investments. However, it is possible for clients to have us invoice them for the management fee so that they may mail us a check. We do not accept credit card payments.

The qualified custodians provide at least quarterly account statements directly to our clients or to a designated "independent representative." Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their account statements from their custodian to verify the accuracy of the calculation, among other things. Clients should contact us if they believe that there may be an error in the calculation.

We also send quarterly reports to our advisory clients which include the calculation of their investment advisory fee as well as a legend urging clients to compare the report they receive from us with the account statement received directly from their qualified custodian.

## **Use of Margin**

Some client accounts may be authorized to use margin within the client's investment portfolio. In these cases, the fee payable will be assessed gross of margin. We typically also charge fees on cash and cash equivalents that are in the account.

## **OTHER FEES AND EXPENSES**

In addition to the fees and expenses already described, you also may pay custodian fees and brokerage commissions and equivalents, transfer taxes, wire transfer fees, possible trade away fees, and other fees and taxes charged to brokerage accounts and securities transactions, which are in addition to the advisory fee we charge.

## **Schwab, Fidelity, and TD Ameritrade**

We recommend, and in many cases, require discretionary clients use Schwab, Fidelity, or TD Ameritrade as custodian and broker-dealer. Schwab, Fidelity, and TD Ameritrade generally do not charge a separate account fee for our client accounts. Rather, they are paid through, or have the right to charge, commissions and other transaction-related or asset-based fees such as, but not limited to, the following:

- Transaction fees to buy and sell the shares of mutual funds, ETFs and individual exchange-traded securities. Because of competitive market conditions between our custodians, currently it is typical that these are not charged to you and often are being waived.
- The amount of the fees, if and when actually charged, varies as the Firms modify their fee schedules from time to time. We will provide you a schedule of these charges for custodians at the time you open accounts and can update this upon your request.

Mutual funds and ETFs that are used in our asset allocation portfolios are subject to various fees and expenses, including administrative, custody, and other fees that are paid by investors. These fees are disclosed in each fund's prospectus and are in addition to L&W's fee. Clients also should note that some institutional mutual fund share classes are available to us which may not be available to you investing on your own.

If you choose to buy no-load mutual funds directly from mutual fund companies rather than through a Schwab, Fidelity or TD Ameritrade brokerage account, you will not be charged transaction fees.

In many cases, Schwab, Fidelity, and TD Ameritrade do not receive a commission from a mutual fund. Sometimes the mutual fund and Schwab, Fidelity, or TD Ameritrade agree to a service fee arrangement so that you will not be charged the transaction fee. In such cases, the mutual fund company pays the custodian directly. In most of these cases, you still must pay a short-term redemption fee if shares a custodian purchased in the fund are sold in less than 91 days. You must also pay various short-term redemption fees as required by mutual fund companies which discourage market-timing activities. We have demonstrated to Schwab, Fidelity, and TD Ameritrade that we avoid short-term trading. Because of this, the custodian sometimes agrees to waive the short-term redemption fee. Our clients should note that our other custodians may charge different transaction fees for buying and selling no-load mutual funds.

### **Third Party Manager**

Where L&W uses an independent, third-party manager, the independent manager charges a fee that is in addition to the fee charged by L&W. The investment manager's fee will be described in the investment manager's investment management agreement.

### **TERMINATION**

If you terminate your contract with us within 5 business days after signing it, we will not charge you any fees. You must still pay any applicable fees charged to you by third parties (example: a custodian such as Schwab, Fidelity, or TD Ameritrade that has charged a trading commission for a transaction in your account). After 5 business days, you may terminate your contract with us by providing us written notice, as outlined in our Investment Advisory Agreement. In this case, you owe us our normal fee, prorated up to the date of the termination. We will issue you an invoice for any unpaid fees.

## **Item 6 – Performance-Based Fees and Side-by-Side Management**

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Our Firm and our supervised persons do not accept performance-based fees, which is a fee based on a share of capital gains or capital appreciation of the assets of a client. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. L&W's fees are asset-based, fixed, or hourly, which we believe align our goals with those of our clients.

## **Item 7 – Types of Clients**

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L&W provides wealth planning, investment management and consulting services to:

- Individuals (other than high net worth individuals);
- High-net worth individuals;
- Pension and profit-sharing plans;
- Trust and Estates;
- Charitable organizations; and
- Corporations, and various other business entities.

You typically must have an account of at least \$1,000,000 for us to serve you; however, we reserve the right to waive the minimum based on our discretion.

For our investment consulting services to ERISA plans, we typically charge a minimum fee of \$3,000 per quarter to all Plans for whom we provide services. Your account does not have to be of a particular size for us to help you with it.

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

We use various methods of analysis to form our recommendations to you about investment strategies and to manage assets you entrust to us. Our investment advice begins with gathering information from you to determine your financial goals, needs, and risk tolerance.

We generally seek to develop a recommendation for a written *investment policy statement* (“IPS”) that we believe should govern the management of your investments. An IPS will identify the major classes of investments we believe you should own and the proportions that should be held for each asset class. Asset classes we use in managing your portfolio include, but are not limited to stocks, bonds, and cash/cash equivalents. An IPS will consider your risk tolerance, return goals, liquidity needs, and any special factors that apply to your situation.

We manage portfolios using an asset allocation approach. We generally aim to have our client portfolio resemble one of our asset allocation model portfolios; however, we also can prepare separate accounts for clients whose assets meet minimum investment thresholds to effectively execute a separate account strategy. Application of the asset allocation model portfolio, or separate account portfolio, to your investment portfolio is based on your IPS. Since portfolios are customized to meet each client’s financial goals, clients should expect model deviation in their portfolio composition.

The creation of our asset allocation models and specific securities and vehicle selection occurs within our Investment Committee. This analysis is undertaken by our Chief Investment Officer and investment team and reviewed and approved by our Investment Committee. Depending on the client’s IPS and objectives, the final recommendation of a client’s investment portfolio can include mutual funds, exchange traded funds, bonds (corporate, government and municipal), and cash or cash equivalents.

### **INVESTMENT COMMITTEE**

Our Investment Committee is comprised of L&W senior advisors and key employees including our Chief Investment Officer. The composition of the Investment Committee changes periodically. The Investment Committee aims to meet weekly to discuss changes that may impact our economic outlook and portfolio composition. The Investment Committee is devoted to evaluating the current economic and market environment so we can make judgments about trends and risks that affect your portfolio.

We rely on both internally generated research as well as a variety of research sources prepared by various outside firms and experts that we judge to be credible in gathering information to discuss within our Investment Committee. We conduct due diligence on mutual funds, stocks and bonds to determine the suitability of a security for inclusion in our asset allocation portfolios and individual

separate accounts. In our analysis, we use a variety of qualitative and quantitative tools to analyze appropriate securities for inclusion in our portfolios. We use resources such as commercially available software and databases, securities rating services, market and financial newsletters and publications, issuer-prepared information, and mutual fund reports and prospectuses. We also consider performance history, firm specific data, credit risk, interest-rate risk, and other financial data that may impact a company.

For most clients, the result of our portfolio management process is to recommend and implement an investment portfolio that emphasizes long-term purchases as opposed to short-term trading.

## **RISK FACTORS**

While we believe our approach produces a risk-controlled portfolio, clients must accept the inherent risks of the financial markets. These include (but are not limited to) declines in market value, loss of principal, loss of purchasing power, lost opportunity costs, and loss of liquidity.

### **Market and Economic Risk**

This is the risk that the value of securities owned by an investor may go up or down, sometimes rapidly or unpredictably, due to changes in economic or market conditions. The value of a security held in an account may change in response to developments affecting entire economies, markets, or industries, including changes in interest rates, political and legal developments, changes in Federal Reserve policy, and general market volatility, to name a few.

### **Interest Rate Risk**

This is the risk that fixed income securities will decline in value because of an increase in interest rates; a bond or fixed income fund with longer duration is generally more sensitive to changes in interest rates than a bond fund with a shorter duration.

### **Liquidity Risk**

This is the risk that a lack of demand in the marketplace, or other factors, may result in an inability to sell some or all of the investments promptly, or only being able to sell investments at unusually depressed values.

### **Credit Risk**

This is the risk that an investor could lose money if the issuer or guarantor of a fixed income security is unable or unwilling to meet its financial obligations.

### **Inflation Risk**

This is the risk that the value of assets or investment income will decrease as inflation decreases the purchasing power of a currency.

### **Issuer Risk**

There is always a risk that the issuer, whether stocks or bonds, will perform poorly or that the securities valuation will be reduced by factors specific to the issuer or its industry.

## **Mutual Funds and ETFs**

Shares of open-end mutual funds involve general market risk as well as related risks of the securities comprising the fund's investments including liquidity risk, credit risk, volatility, currency risk, and possible loss of principal. Shareholders also are liable for taxes on any fund-level capital gains, as mutual funds are required to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. Similar to mutual funds, ETFs are required to distribute capital gains. There also is no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Shares of closed-end funds have different risks than open-end funds. Like ETFs, closed-end funds trade on the market, generally not at NAV. Like a more typical security, the price may diverge from the NAV and sell at a discount or premium. In addition, closed-end funds can use more leverage than open-end funds and, therefore, may take on additional risk.

## **Public Health Risk**

In the event of a public health crisis or pandemic, client accounts could be negatively impacted. Such events also could have a materially adverse effect on our business, our service providers' businesses, financial markets, and performance of our client accounts.

## **Cybersecurity and Business Continuity**

The Firm focuses on providing a secure and reliable IT infrastructure to protect our data and manage cyber and business interruption risks. However, our information and technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunications failures, infiltration by unauthorized persons and security breaches, usage errors by our employees, power outages, and catastrophic events such as hurricanes, floods, tornadoes, earthquakes, and fire.

If our systems are compromised or become inoperable for extended periods of time, L&W will likely need to make a significant investment to fix or replace them. The failure of these systems potentially could cause significant interruptions in our operations and result in exposure of sensitive Firm and client data. Such failures also could cause reputational damage or otherwise could impact our business performance. If such events were to transpire, we would seek to notify affected clients of any known cybersecurity incident that poses a substantial risk of exposing confidential personal data about such clients to unintended parties. To help guard our IT infrastructure, we have developed cybersecurity and disaster recovery and business continuity policies to manage, and protocols to promptly mitigate, any potential threats or business interruptions.

## Item 9 – Disciplinary Information

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Linscomb & Williams has no disciplinary events to report as a Firm. One employee has a regulatory disclosure DRP in connection with a 2017 FINRA settlement prior to his employment with L&W in 2021. Complete details regarding the event is disclosed in L&W's Form ADV Part 1 which can be found at <https://adviserinfo.sec.gov/Firm/summary/106779>.

## Item 10 – Other Financial Industry Activities and Affiliations

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L&W is a wholly owned subsidiary of Cadence Bank, a publicly listed, state-chartered bank based in Tupelo, Mississippi. Cadence Bank also operates Cadence Insurance, a wholly owned insurance company under the Cadence Bank umbrella. Cadence Bank has employees who also are registered representatives of LPL, a broker-dealer. Cadence Insurance has licensed insurance representatives.

L&W is not registered as a broker-dealer. Further, L&W, nor any of its management persons, have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of any of these entities. We also do not have any material relationships or arrangement with a municipal securities dealer, government securities dealer or broker, investment company or other pooled investment vehicles (including a mutual fund, closed-end investment company, unit investment trust, private investment company or hedge fund).

*Investment Adviser Representatives (IARs).* In addition to being a registered investment adviser with the SEC, we have individuals who are investment adviser representatives (IARs) of L&W. The IARs are under the supervision of L&W, and the advisory services of the IAR are provided through L&W. Our IARs do not earn a commission from the services offered.

The Firm's activities are supervised by L&W's Executive Committee consisting of senior management of L&W and the L&W Board of Directors, which includes senior executive management of Cadence Bank and L&W senior leadership.

*Legacy Insurance Services.* Previously, various members of our Firm held licenses for the sale of life insurance and annuity products. We no longer offer insurance products nor are any employees licensed to sell insurance products. However, we still receive residual commissions from prior sales by licensed individuals associated with L&W. These commissions are not retained by L&W and are donated directly to charity.

Clients should note that we are able to provide advice on insurance related needs as part of our wealth planning services, and when applicable and appropriate, will refer clients to licensed insurance agents and/or carriers. We do not receive any financial benefit or commissions when assisting clients with this service.

*Employee Participation in Outside Business Activities.* Our employees are encouraged to participate in their communities. While they spend most of their time committed to L&W's advisory business, from time to time, our employees may be involved with outside activities including, but not limited to, board positions for institutions, charities, and non-profit organizations. Due to these outside activities, a conflict of interest can arise between L&W and an employee's other activities. To mitigate these conflicts, L&W requires that employees report and receive approval for outside business activities.

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

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We have adopted a formal Code of Ethics (“Code”) to be followed by our employees. This Code is intended to remind our employees of the following:

- We have a fiduciary duty and legal responsibility at all times to place the interests of our clients first;
- We are required to conduct all of our personal securities transactions in such a manner to avoid actual or potential conflict of interest versus serving the interests of our clients;
- We should never take inappropriate advantage of our position as clients’ trusted advisers;
- We should be cognizant of the fiduciary principle that information concerning the identity of security holdings and financial circumstances regarding our clients is confidential;
- We must remember that being independent in our investment decision-making process for clients is vitally important.

We believe that adhering to this Code and related ethical business practices enhances and extends the good reputation of L&W in our community. The Code also includes the Firm’s policy prohibiting the misuse of material, non-public information. Any individual not observing this requirement is subject to disciplinary actions.

In supervising our employees, we require that all employees provide an annual holdings report and quarterly transaction reports to the Chief Compliance Officer. Further, we require that all employees obtain pre-approval for certain transactions, including IPOs and Private Placements, prior to transacting in such securities. All employees are required to attest to the Code on at least an annual basis.

Some employees choose to hire L&W to directly manage their personal assets and hold investment positions that L&W also recommends to its clients in their personal portfolios. We believe this practice helps align our interests to those of our clients. In employee personal portfolios, independent of a L&W discretionary investment management arrangement with an employee, and subject to satisfying the provisions under the Code, an employee may personally invest their own assets using the same, similar, or different strategies recommended to Clients. In doing so, it is our policy that no employee place their own interests ahead of a Client.

A copy of our Code of Ethics is available to you by contacting us at the address, telephone number, or e-mail on the cover page of this brochure.

## Item 12 – Brokerage Practices

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L&W does not maintain custody of your assets, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15 – Custody, below). Your assets must be maintained by a “qualified custodian”, generally a broker-dealer or bank. We typically recommend, or in some instances, require Charles Schwab (“Schwab”), Fidelity,

or TD Ameritrade, who are registered broker-dealers, as the qualified custodian and execute transactions for the assets over which L&W maintains discretion.

Cadence Bank serves as custodian (typically where a client requires the services of a corporate trustee) to a limited number of L&W client accounts. We operate as a wholly owned subsidiary of Cadence Bank. For operating efficiencies, L&W is directed by Cadence Bank to execute trades through Cadence's trust department order routing system. Because of this relationship, L&W is deemed to have custody of these mutually shared accounts.

### **Our Relationship with Schwab, Fidelity, and TD Ameritrade**

We are not affiliated with Schwab, Fidelity or TD Ameritrade nor do we pay any referral compensation or other fees to these Firms for client referrals. These Firms will hold your assets in a brokerage account and buy and sell securities when instructed by us or you. While we recommend that you use one of these entities as a custodian and broker, you are responsible for choosing to do so and will open accounts with them by entering into an account agreement directly with them. We do not open the account for you, but we may assist you if requested.

If you do not place your assets with one of these custodians, then we may not be able to manage your account. Even though your account is maintained at one of these entities, and we anticipate that most trades will be executed through the broker in which you have your account custodied, we can still use other brokers to execute trades for your account as described below (see "Your brokerage and custody costs").

**How we select brokers/custodians.** L&W is not a broker-dealer and we do not have any broker-dealer affiliates. When considering whether the terms that these brokers provide are, overall, most advantageous to you when compared with other available providers and their services, we consider a wide range of factors, including:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Compatibility with our trading platform to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded fund (ETFs, etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Competitiveness of the prices of those services (commission rates, margin interest rates, other fees, etc. ) and willingness to negotiate the prices
- Reputation, financial strength, security and stability
- Prior service to us and our clients
- Service delivered or paid for by the broker
- Availability of other products and services that benefit us, as discussed below (see "Products and services available to us from brokers")

**Your brokerage and custody costs.** For our clients' accounts that are maintained with one of these brokers, the client generally gets charged commissions and other fees on trades that the broker executes or that settle into your account. There are certain trades that do not incur commission;



however, those may vary by broker platform. Fees on such broker arrangements can be charged as a percentage of the dollar amount of assets in the account, per trade commission based, or other fee arrangements that will be agreed upon in your respective broker service agreement. These platforms also typically charge a “trade away” fee for each trade that we execute with a different broker but where the securities bought or funds from sold securities are deposited into your account. These fees are in addition to the commissions or other compensation you pay the executing broker. Because of this, and to minimize your trading costs, we execute most trades for your account with your selected broker.

**Best Execution.** We are not required to select the broker or dealer that charges the lowest transaction cost, even if that broker provides execution quality comparable to other brokers or dealers. Although we are not required to execute all trades through your selected broker, we have determined that having your respective broker execute most trades is consistent with our duty for best execution.

We periodically review the service that you receive from Schwab, Fidelity, and TD Ameritrade and compare the costs and services with other alternatives. These are the factors we consider when we conduct these reviews:

*Reasons to stay with Schwab, Fidelity and TD Ameritrade:*

- Dealing with a small number of custodians gives us more leverage when we negotiate the commission rates that you will pay.
- Directing our clients to a wide variety of brokers would be more costly and operationally difficult.

*Reasons to look at alternatives:*

- Dealing with a small number of custodians may limit our ability to find the absolute best service possible.
- The conflict between these competing reasons creates a conflict of interest for our company, which we hereby disclose to you.

**Product and Services available to us.** L&W does not engage in traditional “soft dollar arrangements” with brokers meaning those arrangements where an adviser receives cash compensation or research from brokers in exchange for directing client trades through that broker. Schwab, Fidelity, and TD Ameritrade provide, without cost, access to institutional brokerage services (trading, custody, reporting and related services), many of which are not typically available to these Firms’ retail customers. However, certain retail investors may be able to get institutional brokerage services from one of these Firms without hiring us. These Firms also make 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. Support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to use. Following is a more detailed description of support services:

**Services that benefit you.** Schwab, Fidelity, and TD Ameritrade provide institutional brokerage services that include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through these brokers include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. The services described generally benefit you and your account.

**Services that do not benefit you directly.** These brokers also make available to us other products and services that benefit us, but do not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts and operating our Firm. They include investment research, both that of the broker-dealer and that of third parties. We use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at your specific broker. In addition to research, these brokers make available software and other technology that:

- Provides 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 benefit us only.** These brokers also offer other services intended to help us manage and further develop our business enterprise. While we may not choose to use all the services below, the services include:

- Educational conferences
- Consulting on technology and business needs
- Consulting on legal and compliance related needs
- Publications and conference on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers
- Marketing consulting and support

The brokers provide some of these services themselves; while in other cases, they will arrange for third party vendors to provide the services to us. Some brokers also discount or waive fees for some of these services or pay all or part of a third party's fees. If you did not maintain your account at these brokers, we would be required to pay for those services from our own resources.

*Our interest in certain custodian/broker-dealer services.* The availability of these services benefits us because we do not have to pay for these services. Certain of these brokers also have agreed to pay for certain technology, research, marketing, and compliance consulting products or services on our behalf once the value of our clients' assets in account at the respective broker reaches certain thresholds. We do not pay for these services so long as our clients collectively keep a specified amount of their assets in accounts at each respective custodian. Beyond this minimum level of assets, we do not have to send them a particular amount of trading or other business to receive this service. It is a conflict of interest for us to recommend the use of these brokers rather than making such a decision based exclusively on your interest in receiving the best value in custody services and the most favorable execution of your transactions. We believe, however, our selection of these entities as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and prices of these entities' services and not their services that benefit only us.

## **DIRECTED BROKERAGE**

As discussed above, we request that to gain operating efficiencies in trading and managing client portfolios we recommend that clients use Schwab, Fidelity, or TD Ameritrade brokers for custody and brokerage activities. We may not be able to manage your account if you choose other broker or dealers for executing transactions because other arrangements create additional operational difficulties.

## **TRADE AGGREGATION AND ALLOCATION**

L&W, where possible, seeks, but is not required to aggregate client orders (“batch order”) under its discretionary management, including those employee accounts that we manage directly. Generally, this is practical when our Investment Committee decides to eliminate or add a particular investment in a manner that affects many client portfolios. Trade orders like this will be made on an aggregated basis with the broker executing the trade so that the resulting execution of the trade will be allocated among all clients in a way that all client accounts receive the same average execution price. When a batch order is only partially filled, the securities purchased will be allocated to the underlying accounts on a pro-rata basis or in a manner that is deemed equitable by L&W.

Batch orders are generally not practical for changes to client portfolios that result from individual account review, since a large number of accounts are not traded at the same time. In these cases, trades for client accounts are entered on a one-by-one basis for clients. As a result, clients may not all receive the same execution price on a given security bought or sold within the same day.

If we perform a batch trade with a brokerage firm other than the one that normally oversees your account, you will likely pay an extra fee for trade settlement. This fee is set by whomever normally brokers trades for your account.

IPOs - “Hot Issues”. We normally do not invest in Initial Public Offerings (IPOs), however, in the event that we do purchase IPOs for client accounts, any shares purchased for clients will be allocated under a uniform method designed to ensure fair and equal distribution of these investments among those clients.

Trading Fixed Income. We generally follow a “first come, first served” policy when it comes to allocating trades for individual bond investments. This means that if you were the first client seeking that kind of investment on a particular day, your trade will normally be made first. However, when making our decisions, we still consider your preferences and the specifics of your portfolio, such as:

- Bond credit-quality restrictions
- Issuer limitations
- Minimum position sizes
- Round lots
- The number of holdings that make up the bond portfolio

## **CROSS TRADES, PRINCIPAL TRADES, AND AGENCY CROSS TRADES**

We do not conduct cross trades (a transaction involving the sale of a security in one client account and the simultaneous purchase of that security in another client account that is executed by a third party broker), principal trades (a transaction involving the purchase or sale of a security between

L&W and a client account), or agency cross trades (a transaction involving the purchase or sale of security between a client account and an affiliated broker).

## **Item 13 – Review of Accounts**

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We periodically review our clients' managed portfolios and financial plans. We then make any needed changes based on market conditions and other factors.

### **FINANCIAL PLAN REVIEWS**

We recommend that clients engage L&W to update or review their financial plans at least annually. Reviews and updates are typically requested to account for a change in the client's goals, financial situation, or simply to confirm his/her plan is still appropriate. All updates and changes (if any) to a client's plan are reviewed by a senior member of the planning team and the client's Wealth Advisor(s).

### **INVESTMENT COMMITTEE REVIEWS**

The Investment Committee establishes an overall allocation policy along with client asset allocation models and specific portfolio solutions. The Investment Committee and Investment/Trading teams, routinely review allocation policy, client asset allocation models and portfolio solutions. L&W Wealth Advisors are responsible for working with clients to establish their overall investment policy, which broadly defines the appropriate asset allocation model and personalized investment allocation, in accordance with Firm established policy. The Investment/Trading Team, along with the client assigned Wealth Advisor, routinely review client portfolios managed on a discretionary basis for actionable deviations in client defined investment policy and specific portfolio solution.

Client portfolios are routinely monitored by the Investment/Trading Teams and Wealth Advisors for deviations against client defined investment policy and portfolio solution.

Generally, account reviews are conducted to, or as a result of:

- Identifying a deviation in investment policy, which may relate to overall asset allocation/risk model, as defined by client's investment policy;
- Initiating a change in the Investment Committee's recommended asset allocation policy, risk model, and/or specific client portfolio solutions;
- An update made to the client's investment policy, asset allocation and/or specific portfolio solution, cash positions accumulating above recommended/policy levels based on portfolio income, contributions, sells of non-managed securities, or previously held cash reserves no longer required;
- Raising cash for anticipated portfolio distributions, routine or otherwise.

### **ACCOUNT STATEMENTS AND OTHER REPORTS**

You should receive account statements on a monthly or quarterly basis from your qualified custodian detailing activity and end-of-period positions. Additionally, you will receive quarterly statements from us, along with our quarterly commentary providing our views about the financial markets and the economy. L&W does not independently verify information provided by a custodian, Client, or other third party, nor does L&W guarantee the validity of such information.

L&W encourages our clients to review the statements from the custodian for accuracy and inform L&W if there are inconsistencies.

## Item 14 – Client Referrals and Other Compensation

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### **CLIENT REFERRALS**

*Affiliate Referrals to L&W.* Occasionally, we receive a client referral from our affiliates, Cadence Bank and Cadence Insurance. In these situations, we compensate the referring entity for the referral. Actual payment to the referring individual is dictated by each respective entity's compensation arrangements. Client referrals by our affiliates are compensated on percentage of investment advisory fees paid by the client to L&W attributable to the referring entity over a specified period after the referral, with perpetual credit in some cases.

*Affiliate Referrals by L&W.* Similarly, L&W employees refer its Clients to Cadence Bank or Cadence Insurance. In these situations, no referral compensation is paid to the L&W employee for the referral. If a Client chooses to engage one of the Firm's affiliates for services, the Client will be charged additional fees beyond the advisory fees charged by L&W for the service provided by our affiliates. Our employees may not offer opinions or endorsements of products or services offered by our affiliates.

*Third-Party Promoters.* We have a limited number of third-party promoters, both entities and individuals, who receive referral compensation for referring clients to us. We generally pay a percentage of the investment advisory fee paid by the client to L&W, for a trailing period of time which can be for the entirety of time in which we manage the account, to the promotor that referred you to us.

We do not increase our management fee to cover the cost of these referral fees. Therefore, there is no difference in the fee you are charged if you become a client through a paid referral source or otherwise. We will notify you of the of the referral arrangement and provide a written disclosure and any compensation provided to the promotor consistent with Rule 206(4)-1 under the Advisers Act.

### **OTHER COMPENSATION**

In some instances, employees receive benefits from third parties and clients in the form of reasonable and limited business entertainment, gifts, travel, lodging, and waived registration fees in connection with training events or conferences for which L&W believes the benefit realized is negligible and does not present a significant conflict of interest.

Additionally, as noted in *Item 10 – Other Financial Industry Activities and Affiliations*, L&W may receive trailing commissions from insurance services previously sold under a discontinued practice.

We also receive an economic benefit from Schwab, Fidelity, and TD Ameritrade in the form of support products and services discussed in *Item 12 – Brokerage Practices*. These entities also agree to pay for certain products and services that we would otherwise need to pay for if assets in these accounts do not meet a certain threshold. You do not pay more for assets maintained by these entities as a result of these arrangements. However, we benefit from the arrangement because the cost of these services would otherwise be borne directly by us. You should consider these conflicts of interest when selecting a custodian.

## Item 15 – Custody

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L&W does not maintain physical custody of client assets. It is our policy that your funds and securities are held in accounts maintained by a qualified custodian independent of L&W, with periodic statements delivered directly to you from the custodian. These statements describe all activity and balances in your custodial accounts. For most of our clients, this custodian is typically Schwab, Fidelity, or TD Ameritrade. Cadence Bank also serves as a custodian for a limited number of L&W clients that engage Cadence Bank for trust services.

Through our advisory agreement, some clients choose to give us the ability to direct cash payments from your custodian account to a third party under a standing letter of authorization from you to the custodian. We also have limited authority to assist clients in communicating the transferring of client assets to a third party. Both we and the custodian have procedures to comply with regulatory guidance to allow us to follow your payment instructions, once we have verbally authenticated the instructions came from you. L&W will obtain a surprise exam for those accounts in which we are deemed to maintain custody in accordance with our regulatory obligations.

As discussed in *Item 13- Review of Accounts*, both the custodian and L&W send you periodic statements detailing your portfolio transactions and account balances. For tax and other purposes, the custodial statement and related tax forms are the official record of your account(s) and assets. We urge you to compare the account statement you receive from your independent custodian to the statements provided by us. Our statements may vary from the custodial statement based on accounting procedures, reporting dates, or valuation methods of certain securities. If you have any questions regarding this comparison, you should ask us.

## Item 16 – Investment Discretion

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When you hire us to manage your portfolio, you grant to us the authority to make certain decisions with respect to your investments in the portfolio. You typically grant us this authority by signing some form of a “Limited Power of Attorney” with the independent custodian of your account, as well as a Linscomb & Williams Investment Advisory Agreement.

We have the right to determine the following when managing your portfolio:

- The securities to buy or sell for you
- The amount of securities to buy or sell for you
- The broker or dealer to use for executing buy and sell transactions

You may choose to place certain limitations on our authority which we can choose to accept such as placing restrictions to buy or hold a specific security. We typically accept reasonable limitations that we judge will not hinder our ability to effectively manage your portfolio.

## Item 17 – Voting *Client* Securities

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Our standard investment advisory agreement does not grant us authority to vote by proxy on your behalf unless you give us permission in writing. We have agreed with many of our clients in writing to vote by proxy for them. You reserve the right to vote your proxies and may do so by sending your custodian and L&W a written request to update the proxy consent on your account.

When we do vote proxies on behalf of our clients, and considering our fiduciary duty to clients and given the complexity of the issues that may be raised with proxy votes, we have retained Proxytrust as our proxy advisory firm. Proxytrust is an independent third party that specializes in providing a variety of fiduciary-level proxy related services to institutional investment managers. Proxytrust provides us with in-depth research, voting recommendations, vote execution and recordkeeping. Under our agreement with Proxytrust, we no longer receive proxy statements from the custodians on behalf of our clients; rather, all proxies are sent directly to Proxytrust who completes their research, and then systematically votes the proxies. L&W will typically vote consistent with Proxytrust recommendations, unless otherwise directed by the client. Proxytrust supplies us with a monthly proxy voting report which indicates how the proxies were voted.

We vote by proxy on these kinds of issues:

- Routine  
*Examples:*
  - Election of officers
  - Ratification of outside auditors
- Non-routine

Clients should note that L&W always votes Cadence proxies in favor with management; however, generally, the matters put to vote do not cause a conflict of interest between L&W and our clients. L&W remains sensitive to the possibility of these conflicts of interest.

L&W is not responsible for voting proxies the proxy service does not receive. If a client should wish to know how a proxy was voted, we can inquire of Proxytrust or refer to the monthly report provided by Proxytrust. To obtain a copy of our Proxy Voting Policy and voting records please send a written request to our Chief Compliance Officer at either:

Mailing Address: 1333 West Loop South, Suite 1500, Houston, TX 77027, or  
Via Email: [compliance@linscomb-williams.com](mailto:compliance@linscomb-williams.com)

## Item 18 – Financial Information

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We do not require or solicit prepayments of more than \$1,200 in fees per client, six months or more in advance. Therefore, we are not required to include a financial statement.

As an advisory Firm that maintains discretionary authority for client accounts and that may be deemed to have custody, we are also required to disclose any financial condition that is likely to impair our ability to meet our contractual obligations. We have no additional financial circumstances to report.

We have not been the subject of a bankruptcy petition at any time during the past.