

**Item 1:       Cover Sheet**

**INFORMATIONAL BROCHURE**

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**This brochure provides information about the qualifications and business practices of Munn Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact David Munn at 419.794.0536 or [davidmunn@munnwealth.com](mailto:davidmunn@munnwealth.com). 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. Munn Wealth Management, LLC is a registered investment adviser. Registration does not imply any certain level of skill or training.**

**Additional information about Munn Wealth Management, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Item 2:           Statement of Material Changes**

Munn Wealth Management, LLC is required to disclose any material changes to this ADV Part 2A here in Item 2. There are currently no material changes to report.

**Item 3: Table of Contents**

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INFORMATIONAL BROCHURE  
MUNN WEALTH MANAGEMENT, LLC

**Item 4:           Advisory Business**

Owned by Darren Munn, CFA and David Munn, Munn Wealth Management, LLC (“MWM”) has been in business since 2002. David Munn is also the President of MWM. MWM provides a broad range of services to private wealth management clients, including asset management, financial planning, and tax preparation. In addition to Camelot Portfolios, MWM is an affiliate of Atlantis Wealth Advisors LLC, and Camelot Event Driven Advisors, LLC, all of which are registered investment advisers.

Camelot Portfolios designs, implements and monitors various model strategies. Many MWM clients have assets managed using one or more of these proprietary models. The models are more fully discussed in Item 8 herein.

Financial Planning

In most cases, the client will supply to MWM information including income, investments, savings, insurance, age and many other items that are helpful to the firm in assessing your financial goals. The information is typically provided during personal interviews and supplemented with written information. Once the information is received, we will discuss your financial needs and goals with you, and compare your current financial situation with the goals you state. Once these are compared, we will create a financial and/or investment plan to help you meet your goals.

The plan is intended to be a suggested blueprint of how to meet your goals. Not every plan will be the same for every client. Each one is specific to the client who requested it. Because the plan is based on information supplied by you, it is very important that you accurately and completely communicate to us the information we need. We determine these objectives by reviewing new client questionnaires and then interviewing the client for additional background and clarity so we can gather a more complete picture of a client’s needs. It is very important that you continually update us with any changes so that if the updates require changes to your plan, we can make those changes. Otherwise, your plan may no longer be accurate.

Investment Advisory Services – Custom Accounts

MWM provides investment advice to individuals, trusts, foundations, and corporations. MWM clients are direct relationships with the firm, who place their assets with the firm to be managed by the MWM investment team. As discussed above, the assets these clients place with Munn Wealth Management are typically, but not always, managed utilizing one or more of Camelot’s proprietary investment models.

As part of their investment advisory services and upon engagement, each client will complete an Investor Profile and Application, which utilizes time horizon and risk tolerance questionnaires to give MWM a clearer picture of each client’s needs and risk tolerance. The results of these questionnaires are the basis for determining the client’s investment strategy. MWM will from time to time perform a mathematical projection of a client’s present and future capital needs based upon facts, assumptions, and risk tolerance provided by the client via the Investor Profile and Application form completed by the client. While the Investor Profile and financial projections may assist the client in making decisions as to investment strategy, amount to invest, or investment pattern, it is only part of the process, which may require expert assistance in the field of tax, legal or financial planning.

If you request, MWM may recommend the services of other professionals for implementation purposes. You are under no obligation to engage the services of any such recommended professional. You retain absolute discretion over all such implementation decisions and are free to accept or reject any recommendation from MWM. If you engage any professional recommended by MWM, and a dispute arises thereafter relative to such engagement, you agree to seek recourse exclusively from and against the engaged professional.

Asset management services are generally provided on a “discretionary” or “non-discretionary” basis. When a client of Munn Wealth Management engages the firm to provide asset management services on a discretionary basis, we will monitor your accounts to ensure that they are meeting your asset allocation requirements. If any changes are needed to your investments, we will make the changes. These changes may involve selling a security or group of investments and buying others or keeping the proceeds in cash. You may at any time place reasonable restrictions on the types of investments we may use on your behalf, or on the allocations to each security type, though as more fully discussed in Item 8, such restrictions may limit the potential performance of your portfolio. You may receive at your request written or electronic confirmations from your account custodian after any changes are made to your account. You will also receive statements directly from your account custodian. Clients engaging us on a discretionary basis will be asked to execute a Limited Power of Attorney (granting us the discretionary authority over the client accounts) as well as an Investment Management Agreement that outlines the responsibilities of both the client and the firm.

In certain limited circumstances, and in the discretion of the firm, a client may engage the firm to provide investment management services on a non-discretionary basis. This means the firm monitors the accounts in the same way as for discretionary services. The difference is that changes to your account will not be made until we have confirmed with you (either verbally or in writing) that our proposed change is acceptable to you.

#### Asset Management Services – Wealth Builder

We have agreements with several custodial service providers to service client accounts including, but not limited to Goldman Sachs, Fidelity, Interactive Brokers, and TradePMR. We routinely recommend the services of TradePMR, Inc., an unaffiliated and independent registered securities broker/dealer, and member of FINRA and SIPC. TradePMR utilizes First Clearing (Wells Fargo Clearing Services dba First Clearing) as their clearing service provider

We, and not the custodians, are the client’s investment advisor and primary point of contact. We are solely responsible for determining the appropriateness of the models for the client, choosing a suitable investment strategy and portfolio for the client’s investment needs and goals, and managing that portfolio on an ongoing basis.

Additionally, the commission/transaction fees charged by Trade-PMR may be higher or lower than those charged by other broker-dealer/custodians. You may utilize the broker/dealer of your choice and have no obligation to purchase or sell securities through such broker as we recommend. We do not share or receive commission from the fees issued from our recommended list of custodians.

Munn Wealth Management may receive an economic benefit from our agreements with the custodians in the form of access to research, investment consultants, software, various products, and services that provide lawful and appropriate assistance to our firm. Associates of Munn Wealth Management may be invited to attend conferences offered by various vendors and/or wholesalers associated with our recommended custodians, at a discounted price or no cost.

## Tax Preparation

MWM also offers tax preparation services in addition to comprehensive financial planning and investment management. Munn Wealth Management's tax services are designed to make the tax filing process simple and stress free for each client, while also working to reduce a client's tax liability on current and future returns.

## Charitable Giving Options

### *Charitable Pooled Trust (aka Pooled Income Fund)*

In making their financial and estate plans, some affluent individuals choose to utilize a structure involving a charitable remainder trust (frequently referred to as a "CRUT"). The basic concept of these trusts is that the individual creating them can (and must) take certain distributions of income from the CRUT, but the remainder (what is left after the person who created the trust dies) is donated to a predetermined charity. Because these CRUTs require legal documents related to formation, ongoing administration and tax preparation, forming a CRUT can be too expensive for some individuals and families. The Charitable Pooled Trust is an example of one attempt to make the benefits of a CRUT available to more people.

The Pooled Income Fund, which is also referred to as a Charitable Pooled Trust ("CPT") works in much the same way as a CRUT: the client gives cash or assets to the CPT. The assets of CPT are managed to generate income for those giving the assets, and remainders are donated to predetermined charities. What is different is the pooled nature of a CPT. In a CPT, the assets of a number of grantors are pooled into one trust. That trust is in turn managed to generate income to the grantors, with the eventual remainder donated to charity.

Camelot Portfolios has an arrangement with The Waterstone Foundation ([waterstone.org](http://waterstone.org)). For clients choosing to use a CPT, assets will be transferred to Waterstone. From there, they will be designated as part of a specific group of assets among a number of options. Each group, or "pool" is intended to be managed by a professional money manager. Camelot Portfolios is the manager of "Pool C", but there are other pools.

Income generated from the pools is distributed to the grantors related to each pool in proportion to the amount of assets they contributed. Upon the death of a contributor, the assets they contributed, plus any appreciation since the date of contribution, are donated to the designated charity.

Because Camelot is the manager of Pool C, Camelot Portfolios receives a fee for managing the assets in Pool C. Accordingly, there is a material conflict of interest when Camelot recommends that a client use Waterstone's CPT, in that Camelot will earn a fee for managing the assets in Pool C, but will not earn a fee to manage the assets in another CPT the client may choose. We attempt to mitigate this conflict by disclosing it to clients, encouraging our clients to investigate Waterstone Foundation and the concept of CPTs on their own, and reminding our associated persons of their ongoing fiduciary obligations, which means placing client interests ahead of their own.

### *Camelot Philanthropist Program*

The Camelot Philanthropist Program involves increasing the management fee paid to Camelot, which increase in turn is donated to a 501(c)(3) nonprofit organization that has agreed to handle the distribution of the fees paid to the nonprofit beneficiaries specified by the client/s. For example, a client whose overall fee (including their fee to their non-Camelot Portfolios advisor, which in the case of a Munn Wealth client, is Munn Wealth) was 1.50% per annum could elect to increase their management fee to 2.00% per annum. The client would then have the full 2.00% per annum debited from their account, as if that full amount was to be paid to Camelot. Instead, the incremental 50 basis points would be given by Camelot Portfolios to a charitable foundation.

The potential benefit of participating in the Camelot Philanthropist Program is that (subject to applicable tax rules) the client/donor may be able to deduct the incremental amount of the management fee that is ultimately donated to the foundation even if their maximum charitable deductions are met, or if their tax return would not otherwise call for a schedule wherein contributions would be deducted. At the same time, the client can donate to charities that endeavor to improve the world in ways that match the client's values. Clients are encouraged to speak with their own professional tax advisors, as the deductibility of these fees and subsequent donations is a matter best determined by such tax professional.

Camelot has worked with the National Christian Foundation, and has also begun working with the Effective Give. The National Christian Foundation has offices across the United States, and considers its mission to "mobilize resources by inspiring biblical generosity." Donations to the National Christian Foundation are intended to be ultimately delivered to charities whose mission is in keeping with the stated intentions of the donor. Effective Give was created by Matthew Moses, a Camelot leadership team member. Effective Give fills a need left open by the NCF program: Effective Give allows smaller donations and clients to choose a specific charity. The Effective Give screens charities whose missions match the donor/client's stated purpose in the areas of saving lives, fighting poverty, and saving souls, in an effort to ensure the most value is realized for each dollar donated. In some instances, the client/donor chooses a specific charity. Clients choosing a specific charity should realize that their charity is their choice, and therefore not screened by either the foundation in question or Camelot. While there is never a guarantee that even with screening and diligence a charity will always maximize its potential, do good works, or lack malfeasance in their administrative efforts, we believe donating to a charity without screening or diligence increases the chances that a charity will not have a positive impact, or at least that its impact will be less than one that has been screened.

Donations through the Camelot Philanthropist Program (whether the National Christian Foundation or Effective Give) are intended to be ultimately delivered to charities whose mission is in keeping with the donor's chosen focus. For example, one such possible focus is Fight Poverty. The charities which receive the donations from the respective foundation may not be identical to any that are specifically mentioned as past recipients or others specifically mentioned in any explanatory materials provided to clients at the time the decision is made to participate in the program. This is because ultimately, the foundation has control over the precise recipients for each of their donations. Accordingly, there is no guarantee that any

specific charity, even one named in previous donations, will receive donations through the Program. The exception to this is Effective Give, which allows clients to designate a specific charity.

While we recognize that utilizing Effective Give for donor advised funds may present a conflict of interest, clients should be advised that neither Mr. Moses nor any other person or entity affiliated with Camelot receives any compensation related to the administration of Effective Give or the management of Effective Give assets.

Clients should be aware that like many other foundations, the foundations utilized for the Camelot Philanthropist Program have their own administrative costs. Accordingly, the full amount of a donation does not necessarily go directly to the specific charity named. A setup fee or other reduction in the amount donated will be charged. The amount of this fee will vary according to the foundation in question. As of the date of this brochure, NCF, for example, charges a fee of 1.00%. Effective Give has a 10% fee, but only if the client chooses their own charity. There is no fee for donations intended for other options. If clients have any questions related to how a foundation's administrative costs are handled, please feel free to contact your Camelot representative or the foundation directly.

This program is no longer offered to clients. There are some existing clients who utilize this program.

#### Assets Under Management

MWM manages approximately \$164.1 million across 1,874 accounts.

### **Item 5: Fees and Compensation**

#### **A. Fees Charged/ Fee Schedule:**

##### Financial Planning

Financial planning fees can be either hourly or on a fixed fee basis. Fixed fee rates vary from \$250 to \$5,000. The fee range stated is a guide. Fees may be higher or lower than this range, based on the nature of the engagement. Fees are negotiable, and will depend on the anticipated complexity of your plan. Some clients may also engage MWM on a project basis to provide advice on isolated matters, such as an evaluation of a client employer sponsored retirement plan.

##### Camelot Event Driven Fund Discount

For clients invested in the Camelot Event Driven Fund, fees payable to Camelot Portfolios will be discounted according to the percentage of the client portfolio invested in that strategy. For example, a client whose overall fee should be 0.50% per annum that has an asset allocation guideline of 20% to the Camelot Event Driven Fund will have their fee discounted by 20%, which means their Camelot Portfolios fee would be 0.40% per annum. The fee rates determined by a client's asset allocation will remain in place until the asset allocation changes, regardless of performance. The discount for Camelot Premium Return allocations is based upon the target asset allocation guideline, and not upon actual asset percentages, because the fee discount does not take into account the effects of performance. For example, if a client's portfolio has a target allocation of 20% to the Camelot Event Driven Fund, that client will receive a 20% Camelot Portfolios fee discount regardless of the actual assets in each strategy moving forward, even if the Camelot Premium Return asset allocation falls below 20% of the overall portfolio, or grows above 20% of the portfolio.



Strategy changes in and out of the Camelot Event Driven Fund will change the fee rate as of the next billing period. For example, a client with no allocation to the Camelot Event Driven Fund for one quarter who changes to a 20% allocation guideline intra-quarter will not receive a refund for 20% of the current quarter's fee. The fee discount will apply beginning with the next billing period. Likewise, a client whose assets are allocated away from the Camelot Event Driven Fund will not return to a full fee payment until the next billing quarter.

The discount applied for Camelot Event Driven Fund allocations relates to the Camelot Portfolios portion of the fee only. Any fees payable to the referring advisor are not subject to the discount unless otherwise arranged between that advisor and the client. For example, a client's agreement may refer to the client being charged a 1.50% annual fee, of which 0.50% is the Camelot Portfolios portion. Assuming a 20% asset allocation target to the Camelot Event Driven Fund, the discount would be 20% of the Camelot Portfolios, portion, or 20% of 0.50%, making the Camelot Portfolios portion 0.40% and the total client fee debited to be 1.40%, with the other 1.00% to the referring advisor.

#### Asset Management

Fees are negotiable, but generally range from .50% to a maximum 2.00%. This fee is separate from and in addition to any fees payable to any other manager, including Camelot Portfolios LLC.

Occasionally, various related client accounts may be grouped together to qualify for reduced advisory fees. This format is called "family billing". It is the responsibility of the client to verify accuracy of fee calculation.

#### Tax Preparation

Tax Preparation can be completed on a fixed fee basis or included with asset management services. The fixed fee rates for stand-alone tax preparation vary from \$100 to \$2,000. The fee range stated is a guide. Fees may be higher or lower than this range, based on the nature of the engagement. Fees are negotiable, and will depend on the anticipated complexity of your plan. Eligible federal and applicable state returns are filed electronically without an additional fee.

#### B. Fee Payment

##### Asset Management

Investment advisory fees will generally be debited directly from each client's account. The advisory fee is paid on either a quarterly or monthly basis depending on the chosen custodian and method. Clients who choose to use Fidelity may have the option for monthly billing. All clients using Goldman Sachs, Trade PMR or IB as custodian will be assigned quarterly billing. Depending on the client's needs and suitability, the appropriate custodian and billing model will be recommended. Fees are calculated based on the value of the account(s) at the beginning (value at market close of prior billing period end) of each calendar quarter or month (depending on selected method) and are billed 1 quarter or month in advance. Further, cash and cash like instruments are included in the calculation of fees. This means that if a client has a significant cash allocation, either at client request or as a tactical investment decision, performance, especially short term, will be affected. This is especially true for smaller accounts. Once the calculation is made, we will instruct your account custodian to deduct the fee from your account and remit it to the firm.

It is the responsibility of the client to verify the accuracy of all fee calculations. The client may terminate the investment advisory contract by notifying MWM in writing at its principal place of business.

The advisory agreement may be modified as mutually agreed upon in writing. The agreement is terminable by you at any time. The agreement is not assignable by MWM without the advance written consent of the client.

### Financial Planning

For financial planning clients, fees will generally be billed for fees incurred, but clients may request that planning fees be debited from an investment management account. The financial planning fee is billed in two payments, the first being approximately 50% of the estimated total bill, and is due upon the engagement. The second payment, which represents all outstanding amounts due, is billed upon completion.

### Tax Preparation

Invoices for tax preparation services will be issued upon delivery of the prepared returns, and are payable upon receipt.

### C. Other Fees

#### *Mutual Funds*

All fees paid to MWM for investment advisory services are separate and distinct from the fees and expenses charged by underlying investments such as mutual funds. In the case of mutual funds, these fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. Expenses of a fund, including management fees payable to the mutual fund manager, will not appear as transaction fees on a client's statement, as they are deducted from the value of the shares by the mutual fund manager. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a fund directly, without the services of MWM. In that case, the client would not receive the services provided by MWM which are designed, among other things, to assist the client in determining which fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by MWM to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided. MWM can provide or direct you to a copy of the prospectus for any fund that we recommend to you.

MWM's affiliate, Camelot Event Driven Advisors, is the adviser to an investment company registered under the Investment Company Act of 1940, the Camelot Event Driven Fund, ("CEDF"). In addition, certain investment professionals associated with Camelot Portfolios are entitled to personal compensation related to the services they provide to CEDF. This creates a conflict of interest, which may be material. Because Camelot Event Driven Advisors receives a fee from CEDF for managing CEDF, and individuals receive personal compensation, MWM has an incentive to recommend CEDF to clients because of its affiliation with Camelot Event Driven Advisors, as opposed to simply the client's objectives. Fees payable to Camelot Portfolios will be waived for the portion of the portfolio invested in these funds as follows: management fees will be paid in advance on the full value of the client's portfolio. After payment is received, the portion of the fee applicable to assets invested in any of the proprietary funds will be refunded to client. The refund will be calculated by taking the total value of the client's assets in the proprietary funds, determining the fee paid related to such assets, and then refunding this amount to the client account. For example, a client whose quarterly fee was \$1,000, with 50% of their assets allocated to proprietary funds would be billed \$1,000 and receive a \$500 refund after payment.

These refund calculations will occur on a quarterly basis, and will not take into account changes made during the quarter. For example, if a client's account increased or decreased the allocation to the proprietary fund during either the most recent quarter or the quarter for which the billing amount applies, no adjustments to the total amount paid or the refund will result. Any changes made would be reflected during the next billing cycle.

Please see Item 11 for information related to mutual funds managed by affiliates.

#### *Camelot Portfolios LLC and Third Party Managers*

As discussed in more detail; in Item 8, MWM allocates most client assets to various strategies created and managed by its affiliated investment adviser, Camelot Portfolios LLC. Fees paid to Camelot Portfolios LLC are described in its Form ADV, which is provided to clients at inception of the relationship and thereafter upon request. These fees are separate from, and in addition to, fees paid to MWM.

#### *Other Fees*

There are a number of other fees that can be associated with holding and investing in securities. You will be responsible for fees including transaction fees for the purchase or sale of other securities, including commissions for the purchase or sale of a stock or exchange traded fund. There also may be fees associated with the custody of assets.

Because the frequent withdrawal and subsequent deposits of funds from our strategies can have an adverse impact on the success of those strategies and incur costs related to the execution of the liquidation transactions to fund withdrawals, clients withdrawing funds from a strategy managed by Camelot Portfolios LLC may be charged a \$100 withdrawal fee. This fee may be waived by Camelot Portfolios LLC.

For the Camelot Philanthropist Program, donations made through an increase in Camelot's fee are sent to a charitable foundation, who in turn donates to various charities. These foundations will charge a fee or otherwise reduce the amount of the donation to cover their administration costs. Evaluating these costs is part of Camelot's ongoing diligence into the foundation in question.

Please make sure to read Item 12 of this informational brochure, where we discuss broker-dealer and custodial issues.

#### *D. Pro-rata Fees*

If you become a client during a billing period, you will pay a management fee for the number of days left in that billing period (which could be the remainder of a month or a quarter, depending upon the custodian chosen and other factors). If you terminate our relationship during a billing period, you will be entitled to a refund of any pre-paid and unearned management fees for the remainder of the billing period. Once your notice of termination is received, we will refund the unearned fees to you in whatever way you direct (check, wire back to your account). Further, any deposits or withdrawals greater than \$25,000 will result in an adjusted fee calculation with respect to the account related to the deposit or withdrawal. Deposits will incur a pro-rated fee for the remainder of the billing period. Withdrawals will result in a pro-rata refund of the unearned fee with regard to the withdrawn amount. MWM will cease to perform services, including processing trades and distributions, upon termination. Assets not transferred from terminated accounts within 30 (thirty) days of termination may be "de-linked", meaning they will no longer be visible to MWM and will become a retail account with the custodian.

#### **E. Compensation for the Sale of Securities**

To permit MWM clients to have access to as many investment solutions as possible, certain professionals of MWM are registered representatives of Coastal Equities, Inc. (“Coastal”), a FINRA member broker-dealer. The relationship with Coastal allows these professionals to provide additional products to clients’ portfolios that would not otherwise be available. Because Coastal supervises the activities of these professionals as registered representatives of Coastal, the relationship may be deemed material. However, Coastal is not affiliated with MWM or considered a related party. Coastal does not make investment decisions for client accounts. Registered representative status enables these professionals to receive customary commissions for the sales of various securities, including those he recommends to clients. Commissions charged for these products will not offset management fees owed to MWM.

Receipt of commissions for investment products that are recommended to clients gives rise to a conflict of interest for the representative, in that the individual who will receive the commissions is also the individual that is recommending that the client purchase a given product. This conflict is disclosed to clients verbally and in this brochure. Clients are advised that they may choose to implement any investment recommendation through another broker-dealer that is not affiliated with MWM. MWM attempts to mitigate this conflict by requiring that all investment recommendations have a sound basis for the recommendation, and by requiring employees to acknowledge their fiduciary responsibility toward each client.

#### **Item 6: Performance-Based Fees**

MWM will not charge performance based fees.

#### **Item 7: Types of Clients**

MWM generally provides advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities.

There is no specific account minimum for MWM. However, the various Camelot Portfolios LLC strategies in which client assets are invested each have suggested minimums, which may be waived by Camelot Portfolios LLC.

MWM can waive the minimum amount requirements at their sole discretion.

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

When a client engages MWM to provide asset management services, we will review a client’s portfolios, discuss the client’s investment objectives and risk tolerance as well as any potential investment restrictions, and plan a transition for the client’s assets from their current accounts to accounts managed by the firm. Transition plans will most typically involve the placement of each client’s assets in one or more of MWM’s investment programs, each with a different asset allocation strategy. An asset allocation strategy is a percentage-based allocation to different investment types, or types of managers. For example, an asset allocation strategy that calls for 40-60% of the portfolio to be invested in equity securities, with the remaining balance in fixed income. Another program may have an asset allocation of 50-60% in fixed income securities, 20% in equities, and the remainder in cash. Typically, these investment programs are

invested in some combination of Camelot Portfolio's proprietary strategies. In limited circumstances, client assets may be managed apart from the strategies, tailored to each client. The research and analysis process, however, is the same.

The investment programs are not investment products. Clients may have different needs than others within the same investment program. Accordingly, not all clients in each investment program will have the exact same percentages of each underlying investment or strategy at all times.

The investment programs that we recommend are based on the needs of the client as compared with the typical behavior of that security type or manager, current market conditions, the client's current financial situation (including assets that may be managed by another advisor), financial goals, and the timeline to meet those goals. Because we develop an investment strategy based on your personal situation and financial goals, your asset allocation guidelines may be similar to or different from another client.

We may periodically recommend changes to the investment programs and client portfolios to meet the needs of the clients in the program or an individual client's objectives. It is important to remember that because market conditions can vary greatly, your asset allocation guidelines are not necessarily strict rules. Rather, we review accounts individually, and may deviate from the guidelines as we believe necessary. Clients should inform MWM as soon as possible of changes in their circumstances that may affect the client's risk tolerance or investment objectives, as these changes may trigger a change in how the firm manages the client's assets.

When MWM makes changes to an investment program, these changes may not be made simultaneously. Rather, some accounts may be modified before others. This may result in accounts being traded earlier inadvertently having an advantage over accounts traded later.

Additionally, part of the MWM process includes, where appropriate, involving multiple generations in order to facilitate family financial planning. This can increase the financial education of the later generations and manage expectations. However, potential for conflicts of interest exist with the exchange of intergenerational information. MWM attempts to minimize these conflicts by treating each household as its own fiduciary relationship. Information can only be shared across generations with each household's consent.

The investment programs utilized include:

**Preservation:** Clients in this portfolio are generally concerned with limiting fluctuations of their account value. The main objective for this portfolio is to preserve the principal value.

**Conservative:** Clients in this category want some growth or income but are more concerned with limiting their exposure to risk. This client understands that their portfolio has limited upside potential but is willing to accept smaller gains for lower volatility.

**Stable:** This client would like to achieve modest gains but with limited volatility in their account. They tend to still favor risk reduction investments over equities but are comfortable with about half of their account being exposed to market-like risk.

**Moderate:** This client wants to grow their account in a balanced manner by having some exposure to risk-reducing investments but more exposure to growth focused investments. They understand that they will likely not achieve market-like returns in the long run but they would expect to also experience less volatility than the general market over that same period.

**Growth:** This client's main goal is to grow their assets over time. They can handle market-like volatility in their account and are not as concerned about short term fluctuations in their account. They would be comfortable with 80-100% equity exposure at times.

**Aggressive:** This client is comfortable taking risks and with potentially large short term changes in their account. The main objective for this client is long term growth and this client measures success over a 5-7 year timeline.

*As discussed above, clients are placed in one of MWM's investment programs, which follow asset allocation guidelines according to the client's investment objectives. These investment programs place client assets in one or more of Camelot Portfolios' proprietary strategies. The universe of Camelot Portfolios LLC strategies that a client's assets may be allocated to is found in the Camelot Portfolios LLC Form ADV Part 2A, which is available upon request or at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).*

### ***All Cap Value Portfolio***

The All Cap Value Portfolio is an investment program that uses quantitative analytics to detect potential downside risk in a portfolio. The investment concept is that by avoiding downside risk, one can improve overall performance. This is contrary to the concept of attempting to seek positive returns while mitigating risk. The quantitative screens used attempt to score each security according to a number of risk-related factors. Securities with the lowest risk scores are highlighted for a potential inclusion into the portfolio, whereas securities with higher risk scores are evaluated for removal from the portfolio. The methodology is provided by Revelation Investment Research.

### ***Third Party Managers***

As mentioned above, MWM allocates assets predominantly to the strategies managed by its affiliate, Camelot Portfolios LLC. Camelot Portfolios LLC is owned by Darren Munn, the same person who owns MWM. MWM may also utilize the services of other managers when MWM deems appropriate for a client. Camelot Portfolios LLC, like other managers, is chosen based on investment performance, operations, and offerings to determine if the manager would be a fit for MWM clients. This process continues on an ongoing basis, throughout the time the client works with the third party manager. It is important to note that these managers, including Camelot Portfolios LLC will charge a separate and additional fee, for their services. MWM will consider these fees in its decision to recommend the use of a third party manager. The use of a third party manager, including Camelot Portfolios LLC, does not change the relationship between MWM and the client, in that MWM will still manage the overall client portfolio, adding, subtracting and modifying the allocations to different strategies and managers.

### ***Risk of Loss***

There are always risks to investing. Clients should be aware that all investments carry various types of risk, including the potential loss of principal that clients should be prepared to bear. It is impossible to name all possible types of risks. Among the risks are the following:

- **Political Risks.** Most investments have a global component, even domestic stocks. Political events anywhere in the world may have unforeseen consequences to markets around the world.
- **General Market Risks.** Markets can, as a whole, go up or down on various news releases or for no understandable reason at all. This sometimes means that the price of specific securities could go up or down without real reason, and may take some time to recover any lost value. Adding additional securities does not help to minimize this risk since all securities may be affected by market fluctuations.

- **Strategy Risk.** When investments are made through a strategy, rather than individualized investment considerations, there is always the possibility that individualized investment choices would have produced a more positive result for a client than an approach where investments are made for a group of individuals with common characteristics.
- **Currency Risk.** When investing in another country using another currency, the changes in the value of the currency can change the value of your security value in your portfolio.
- **Regulatory Risk.** Changes in laws and regulations from any government can change the value of a given company and its accompanying securities. Certain industries are more susceptible to government regulation. Changes in zoning, tax structure or laws impact the return on these investments.
- **Tax Risks Related to Short Term Trading:** Clients should note that MWM may engage in short-term trading transactions. These transactions may result in short term gains or losses for federal and state tax purposes, which may be taxed at a higher rate than long term strategies. MWM endeavors to invest client assets in a tax efficient manner, but all clients are advised to consult with their tax professionals regarding the transactions in client accounts.
- **Purchasing Power Risk.** Purchasing power risk is the risk that your investment's value will decline as the price of goods rises (inflation). The investment's value itself does not decline, but its relative value does, which is the same thing. Inflation can happen for a variety of complex reasons, including a growing economy and a rising money supply.
- **Business Risk.** This can be thought of as certainty or uncertainty of income. Management comes under business risk. Cyclical companies (like automobile companies) have more business risk because of the less steady income stream. On the other hand, fast food chains tend to have steadier income streams and therefore, less business risk.
- **Financial Risk.** The amount of debt or leverage determines the financial risk of a company.
- **Default Risk.** This risk pertains to the ability of a company to service their debt. Ratings provided by several rating services help to identify those companies with more risk. Obligations of the U.S. government are said to be free of default risk.
- **Information Risk:** All investment professionals rely on research in order to make conclusions about investment options. This research is always a mix of both internal (proprietary) and external (provided by third parties) data and analyses. Even an adviser who says they rely solely on proprietary research must still collect data from third parties. This data, or outside research is chosen for its perceived reliability, but there is no guarantee that the data or research will be completely accurate. Failure in data accuracy or research will translate to a compromised ability by the adviser to reach satisfactory investment conclusions.
- **Short Sales.** "Short sales" are a way to implement a trade in a security MWM feels is overvalued. In a "long" trade, the investor is hoping the security increases in price. Thus in a long trade, the amount of the investor's loss (without margin) is the amount paid for the security. In a short sale, the investor is hoping the security decreases in price. However, unlike a long trade where the price of the security can only go from the purchase price to zero, in a short sale, the price of the security can go infinitely upwards. Thus in a short sale, the potential for loss is unlimited and unknown, where the potential for loss in a long trade is limited and knowable. MWM utilizes short sales only when the client's risk tolerances permit.
- **Options.** The use of options transactions as an investment strategy involves a high level of inherent risk. Although the intent of many of the options-related transactions implemented by MWM is to hedge against principal risk, certain of the options-related strategies (i.e., straddles, short positions, etc.), may in and of themselves, produce principal volatility and/or risk. Thus, a client must be willing to accept these enhanced volatility and principal risks associated with such strategies. In light of these enhanced risks, client may direct MWM, in writing, not to employ any or all such strategies for his/her/their/its accounts. Clients participating in the Options Strategy should *carefully* consider all information regarding the strategy and its risks prior to participating.
- **Information Risk.** All investment professionals rely on research in order to make conclusions about investment options. This research is always a mix of both internal (proprietary) and external (provided

by third parties) data and analyses. Even an adviser who says they rely solely on proprietary research must still collect data from third parties. This data, or outside research is chosen for its perceived reliability, but there is no guarantee that the data or research will be completely accurate. Failure in data accuracy or research will translate to a compromised ability by the adviser to reach satisfactory investment conclusions.

- **Small Companies.** Some investment opportunities in the marketplace involve smaller issuers. These companies may be starting up, or are historically small. While these companies sometimes have potential for outsized returns, they also have the potential for losses because the reasons the company is small are also risks to the company's future. For example, a company's management may lack experience, or the company's capital for growth may be restricted. These small companies also tend to trade less frequently than larger companies, which can add to the risks associated with their securities because the ability to sell them at an appropriate price may be limited as compared to the markets as a whole. Not only do these companies have investment risk, if a client is invested in such small companies and requests immediate or short term liquidity, these securities may require a significant discount to value in order to be sold in a shorter time frame.
- **Concentration Risk.** While MWM selects individual equities and bonds for client portfolios based on an individualized assessment of each security, this evaluation comes without an overlay of general economic or sector specific issue analysis. This means that a client's equity portfolio may be concentrated in a specific sector, geography, or sub-sector (among other types of potential concentrations), so that if an unexpected event occurs that affects that specific sector or geography, for example, the client's equity portfolio may be affected negatively, including significant losses.
- **Transition Risk.** As assets are transitioned from a client's prior advisers to MWM there may be securities and other investments that do not fit within the asset allocation strategy selected for the client. Accordingly, these investments will need to be sold in order to reposition the portfolio into the asset allocation strategy selected by MWM. However, this transition process may take some time to accomplish. Some investments may not be unwound for a lengthy period of time for a variety of reasons that may include unwarranted low share prices, restrictions on trading, contractual restrictions on liquidity, or market-related liquidity concerns. In some cases, there may be securities or investments that are never able to be sold. The inability to transition a client's holdings into recommendations of MWM may adversely affect the client's account values, as MWM's recommendations may not be able to be fully implemented.
- **Restriction Risk.** Clients may at all times place reasonable restrictions on the management of their accounts. However, placing these restrictions may make managing the accounts more difficult, thus lowering the potential for returns.
- **Risks Related to Investment Term & Liquidity.** Securities do not follow a straight line up in value. All securities will have periods of time when the current price of the security is not an accurate measure of its value. If you require us to liquidate your portfolio during one of these periods, you will not realize as much value as you would have had the investment had the opportunity to regain its value. Further, some investments are made with the intention of the investment appreciating over an extended period of time. Liquidating these investments prior to their intended time horizon may result in losses.
- **Algorithms and Models.** When an investment manager develops a mathematical algorithm that identifies trigger points for the purpose of indicating a "buy" or "sell" signal, these trigger points are limited in that they are based on solely the data input into the algorithm. There is an unlimited amount of data that can be considered in making any given decision as to whether to buy or sell any given security. An algorithm, by design, ignores some data in favor of others. There is a risk that the data selected for the algorithm will not create a positive result, whereas other data, had it been considered, may do so.
- **All Cap Value Portfolio.** This program is a new program for MWM. While MWM professionals have researched the analyses behind the program's investment theses, MWM professionals have not been managing assets in this program historically. Accordingly, the performance of this program may not be as expected. Further, the investment thesis for the program is derived from a third party, Revelation



Investment Research. RIR is not affiliated with MWM or any entity affiliated with MWM. However, like other clients of RIR, MWM pays a fee to RIR for its research and analytics of securities. MWM does not necessarily accept the conclusions of RIR. MWM will choose the securities in the portfolios, which choices may mirror those of RIR or they may not. While the thesis of the All Cap Value Portfolio is to seek risk mitigation and therefore potentially enhanced performance over the long term, there is no guarantee that performance will be as expected. Clients in this program may nevertheless experience losses in any given time period, including a loss of principal.

- **Legacy Investments.** Clients whose assets are transitioned from prior advisors may bring assets with them for which a sale might not be advisable. While MWM will consider these assets in portfolio management, performance of such assets is beyond MWM's control.
- **Risks specific to sub-advisors, other managers and private placements.** If we invest some of your assets with another advisor, including a private placement, there are additional risks. These include risks that the other manager is not as qualified as we believe them to be, that the investments they use are not as liquid as we would normally use in your portfolio, or their risk management guidelines are more liberal than we would normally employ. The third-party manager who has been successful in the past may not be able to replicate that success in the future. Private funds are pooled investment vehicles, and each pooled investment vehicle is managed according to the stated investment program in the respective private fund's private placement memorandum. This means that individual investors in a fund will not receive individual asset management within the fund. In addition, as we do not control the underlying investments in a third-party manager's portfolio (even if the portfolio is managed by an affiliate), there is also a risk that a manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for a particular client. Moreover, when we do not control the manager's daily business and compliance operations, it is possible for us to miss the absence of internal controls necessary to prevent business, regulatory or reputational deficiencies. Accordingly, clients investing in private funds should carefully read that fund's private placement memorandum, and clients investing through a third party manager should carefully read that manager's Form ADV.

**A special note related to the calculation of tax basis:** If a client is unable to provide information on cost basis for tax purposes for each investment at the onset of the client relationship, MWM will be unable to provide accurate cost basis information in the future. To the extent any cost basis calculation is ever performed for a client, such client should be aware that without accurate information, any cost basis estimates prepared by MWM will be based on the information available combined with certain assumptions as well as mathematical computation. Therefore, if the cost basis is not accurate at the onset of the relationship, there is no guarantee that MWM's calculations will be correct, and materially adverse tax circumstances may result.

**Item 9:           Disciplinary Information**

This item is not applicable.



**Item 10: Other Financial Industry Activities and Affiliations**

**A. Broker-dealer**

Please see the response to Item 5E with regards to Coastal Equities, Inc.

**B. Futures Commission Merchant/Commodity Trading Advisor**

Neither the principal of MWM, nor any related persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

**C. Relationship with Related Persons**

*Camelot*

MWM is an affiliate of Camelot Portfolios, LLC, Atlantis Wealth Advisors LLC, and Camelot Event-Driven Advisors, all registered investment advisors through common ownership. This may create a conflict of interest, as MWM may have an incentive to recommend Camelot Portfolio's proprietary investment strategies based on compensation received rather than the client's needs. MWM attempts to mitigate this conflict by requiring that all investment recommendations have a sound basis for the recommendation, and by requiring employees to acknowledge their fiduciary responsibility toward each client.

*Insurance*

Certain professionals of MWM are separately licensed as independent insurance agents. As such, these professionals may conduct insurance product transactions for MWM clients, in their capacity as licensed insurance agents, and will receive customary commissions for these transactions in addition to any compensation received in his capacity as employees of MWM. Commissions from the sale of insurance products will not be used to offset or as a credit against advisory fees. These professionals therefore have incentive to recommend insurance products based on the compensation to be received, rather than on a client's needs. The receipt of additional fees for insurance commissions is therefore a conflict of interest, and clients should be aware of this conflict when considering whether to engage MWM or utilize these professionals to implement any insurance recommendations. MWM attempts to mitigate this conflict of interest by disclosing the conflict to clients, and informing the clients that they are always free to purchase insurance products through other agents that are not affiliated with MWM, or to determine not to purchase the insurance product at all. MWM also attempts to mitigate the conflict of interest by requiring employees to acknowledge in the firm's Code of Ethics, their individual fiduciary duty to the clients of MWM, which requires that employees put the interests of clients ahead of their own.

*CMBY LLC*

Darren Munn, the owner of Munn Wealth Management LLC, is a part owner of CMBY LLC, an entity which indirectly through another entity (Woodlands Investors LLC) owns the building located at 1700 Woodlands Drive, where Munn Wealth Management LLC is located. CMBY has one other owner, Nolan Baker a principal of The Retirement Guys Formula LLC, a registered investment adviser. The Retirement Guys Formula LLC is also located at 1700 Woodlands Drive. In addition, Munn Wealth Management and Retirement Guys Formula share certain non-investment related expenses, all of which are connected to the operation of the building. Neither Munn Wealth Management LLC nor any principal thereof shares control with Retirement Guys Formula. Neither Retirement Guys Formula nor any principal thereof shares control of Munn Wealth Management LLC. The ownership of the building is not related to any investment decisions made on behalf of clients, but because of the co-ownership of the

building and the fact that The Retirement Guys Formula LLC recommends Camelot Portfolios LLC to Munn Wealth Management clients as a third party manager, the dual relationship may be a conflict of interest. We attempt to mitigate this conflict by disclosing it in this Form ADV and by reminding employees that the firm's Code of Ethics requires employees to act in the best interests of clients.

#### *One Voice Foundation*

One Voice Foundation ("One Voice") supports Christian philanthropy by providing funds and resources to support primarily local ministries, causes, and events which will advance the kingdom work of Jesus Christ in Northwest Ohio and Southeast Michigan. Darren Munn, the owner of Munn Wealth Management, manages the donations of One Voice. Clients may be recommended to donate to One Voice. While this may present a conflict of interest, clients should be advised that Mr. Munn, nor any other person or entity affiliated with MWM, receives any compensation related to the administration of One Voice or the management One Voice's assets. Clients are free to accept or reject any suggestion regarding where their charitable funds may be given. One Voice is not an advisory client of MWM or any affiliate thereof.

#### *Private Fund*

As part of an overall asset allocation strategy, MWM may recommend on a non-discretionary basis that qualified clients consider investing in KHA Capital Partnership I LP (the "Fund"), a private investment fund. The Fund is managed and operated by KHA Capital LLC (the "General Partner"). The General Partner is owned in turn by Camelot Event Driven Advisors LLC ("CEDA"). CEDA is principally owned by Darren Munn, who is also the principal owner of MWM, Camelot Portfolios LLC and Atlantis Wealth Advisors LLC. Accordingly, MWM, Camelot Portfolios and Atlantis Wealth Advisors LLC have a material conflict of interest in recommending that clients invest in the Fund because their principal owner, Darren Munn, is also an indirect owner of the General Partner, which means that Darren Munn has a financial interest in the Fund and its business performance. This means that the more clients invest in the Fund, the greater the potential for compensation from the Fund to Darren Munn.

Further, investment professionals associated with MWM, may receive compensation or a referral fee from the General Partner for recommending that clients invest in the Fund. This compensation is in addition to the advisory fee MWM receives for managing the client's overall portfolio, and will not offset that fee in any way, because MWM will continue to provide ongoing monitoring and diligence of the Fund investment for as long as the client is invested. This means that MWM and its representatives can earn compensation from the Fund, through the General Partner, in the form of referral fees that may exceed the fee that the MWM would earn under its standard asset based fee schedule referenced in Item 5. This fee structure creates a material conflict of interest because MWM may be incentivized to recommend that its clients consider an investment in the Fund based upon the compensation received rather than the client's particular needs. MWM attempts to mitigate this conflict of interest by (i) disclosing the conflict and the relationship between the General Partner and Darren Munn to clients; (ii) not exercising any discretionary authority to place any client assets in the Fund, and informing clients both through this brochure and verbally that clients are under absolutely no obligation to consider or make an investment in the Fund; (iii) informing clients that they may be able to access similar investments through an unaffiliated source (though not necessarily with a comparable strategy, structure or expertise of the General Partner and its management team); and (iv) requiring employees to acknowledge in the firm's Code of Ethics, their individual fiduciary duty to the clients of MWM, which requires that employees put the interests of clients ahead of their own.

### *Legal Services*

Laura Walker, an employee of Munn Wealth Management, is a separately licensed attorney, and provides legal services including trust and estate planning services to clients of Munn Wealth Management, and its affiliates, as the Sole Proprietor of Laura Noble Walker, Attorney at Law. Munn Wealth Management and Laura Noble Walker, Attorney at Law are not affiliated nor under common control. Ms. Walker may perform legal services for Munn Wealth Management clients, in her capacity as an attorney, and will receive customary compensation for these services in addition to any compensation received in her capacity as an employee of Munn Wealth Management. Fees for legal services will not be used to offset or as a credit against advisory fees. Ms. Walker therefore has an incentive to recommend her attorney services based on the compensation to be received, rather than on a client's needs. The receipt of additional fees for legal services is therefore a conflict of interest, and clients should be aware of this conflict when considering whether to engage Munn Wealth Management or utilize Ms. Walker for legal services. Munn Wealth Management attempts to mitigate this conflict of interest by disclosing the conflict to clients, and informing the clients that they are always free to engage other companies that are not associated with Munn Wealth Management. Munn Wealth Management also attempts to mitigate the conflict of interest by requiring employees to acknowledge in the firm's Code of Ethics, and their individual fiduciary duty to the clients of Munn Wealth Management, which requires that employees put the interests of clients ahead of their own. Munn Wealth Management does not provide legal advice to clients.

#### **D. Recommendations of Other Advisers**

MWM recommends other advisers, and MWM may be compensated by the independent manager for referring clients. For more information regarding MWM's use of third party managers, please see response to Item 8 for a full discussion. A conflict of interest exists for advisers who recommend the services of a third party manager who has agreed to share a portion of its management fee with the adviser as opposed to other managers who have not agreed to pay compensation to the adviser. Compensation paid to the Adviser from various third party managers may vary; therefore there is a conflict of interest in recommending a manager who shares a larger portion of its advisory fees over another manager. Fees for such programs may be higher or lower than if client directly obtained services of the third party manager or if client obtained advisory services separately.

As discussed in Items 5 and 8, MWM allocates client assets to various strategies managed by Camelot Portfolios LLC. Because MWM and Camelot Portfolios LLC share common ownership, a conflict of interest exists when MWM allocates assets to Camelot Portfolios LLC strategies because MWM principals have a financial incentive to recommend strategies managed by the affiliated adviser rather than a separate manager. MWM attempts to mitigate this conflict by disclosing it to clients in this Form ADV and by requiring all representatives to follow the firm's policies and procedures, which specifically note the fiduciary obligation to place client interests ahead of the individual representative's or the firm's.

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

A. A copy of our Code of Ethics is available upon request. Our Code of Ethics includes discussions of our fiduciary duty to clients, political contributions, gifts, entertainment, and trading guidelines.

B. MWM's affiliate, Camelot Event Driven Advisors, is the adviser to a mutual fund, the Camelot Event Driven Fund (the "Fund"). In addition, certain investment professionals associated with Camelot Event Driven Advisors are, in accordance with the Fund's prospectus, entitled to personal compensation



related to the services they provide to the Fund. It is expected that MWM will recommend that clients whose investment objectives are appropriate for the Fund invest with one or both of the Fund. This creates a conflict of interest, which may be material. Because Camelot Event Driven Advisors receives a fee from the Fund for managing the Fund, and a fee from the clients whose assets are managed in the strategies, and individuals receive personal compensation, MWM has an incentive to recommend the Fund to clients because of the potential for an increased fee, as opposed to simply the client's objectives. MWM attempts to mitigate this conflict by disclosing it to clients and other advisers considering utilizing our services. Camelot Portfolios attempts to mitigate this conflict by providing a fee discount for assets in the Fund. For more information on how these fee discounts are calculated, please see Camelot Portfolio's ADV, which is available upon request or at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Further, MWM includes in its Code of Ethics a requirement that each professional acknowledge their responsibility to place client interests ahead of their own.

C. On occasion, an employee of MWM may purchase for his or her own account securities which are also recommended for clients. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades must be reviewed by the Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.

D. On occasion, an employee of MWM may purchase for his or her own account securities which are also recommended for clients at the same time the clients purchase the securities. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades must be reviewed by the Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.

## **Item 12: Brokerage Practices**

### **A. Recommendation of Broker-Dealer**

MWM recommends that investment accounts be held in custody by Fidelity Institutional Wealth Services, Inc. ("Fidelity"), Goldman Sachs Custodial Services (fka Folio FN), ("Goldman Sachs"), Interactive Brokers ("IB"), TradePMR or in some limited circumstances, Coastal Equities, Inc. ("Coastal"). Fidelity, Goldman Sachs, IB and TradePMR offer enhanced services to independent investment advisors. These services include custody of securities, trade execution platforms, and access to research not available to the general public. All recommended broker-dealer/custodians are wholly independent from MWM. It is expected that most, if not all, transactions in a given client account will be cleared through the custodian of that account in its capacity as a broker-dealer.

MWM recommends broker-dealers to its clients based on a variety of factors. These include, but are not limited to, commission costs. However, in choosing a broker-dealer or custodian to recommend, we are most concerned with the value the client receives for the cost paid, not just the cost. The broker-dealers we recommend add value beyond commission cost. Other factors that may be considered in determining overall value include speed and accuracy of execution, financial strength, knowledge and experience of staff, research and service. The broker-dealers we recommend also have arrangements with many mutual funds that enable us to purchase these mutual funds for client accounts at reduced transaction charges (as

opposed to other broker-dealers). MWM re-evaluates the use of its recommended broker-dealers at least annually to determine if they are still the best value for our clients.

The broker-dealers we recommend may provide us with some non-cash benefits (not available to retail customers) in return for placing client assets with them or executing trades through them. Such non-cash benefits are referred to as “soft dollars”. Currently, these benefits come in the form of investment research and sponsored attendance at various investment seminars. We may also receive such items as investment software, books and research reports. These products, services, or educational seminars are items that will play a role in determining how to invest client accounts. If there is any item that has a multi-use aspect, mixed between investment and non-investment purposes, MWM will determine a reasonable allocation of investment to non-investment use and soft dollars will be allocated only to the investment portion of the product (and we will pay the remaining cost). MWM receives a benefit from these services, as otherwise we would be compiling the same research ourselves. This may cause us, or another adviser, to want to place more client accounts with a broker-dealer/custodian, solely because of these added benefits. However, the value to all of our clients of these benefits is included in our evaluation of custodians. Products and services received via soft dollars will generally be used for the benefit of all clients. However, it is possible that a given client’s trades will generate soft dollars that acquire products and/or services that are not ultimately utilized for that same client’s account. Soft dollars provide additional value, and are accordingly considered in determining which broker-dealer or custodian to utilize as part of our best execution analysis.

We do not consider whether any other broker-dealer/custodian refers clients to MWM as part of our evaluation of these broker-dealers.

MWM may render investment advice for clients whose assets are held with a broker-dealer chosen by the client, and not recommended by MWM. In such arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer. This means that the client, and not MWM, will be in the best position to seek and secure the best value for the costs of execution. This means that the client may not pay the most cost effective commission rates. MWM will not be able to aggregate orders under these circumstances, which may result in higher commission costs or transaction fees because the trading costs are not allocated among a group. Clients also may not benefit from commission rates MWM may be able to negotiate. Further, there may be some transactions in certain securities that must be placed first through MWM recommended broker-dealer. In some circumstances, placing those trades first may mean that a client who directs brokerage may not only pay a higher commission cost, they may also pay a higher price for a given security. In general, clients may not receive value for the commission dollar spent, may spend more than is necessary for execution services, and may have reduced gains in their accounts as a result of directing brokerage.

#### B. Aggregating Trades

While not typically the case with the custodians recommended by MWM, commission costs per client may be lower on a particular trade if all clients in whose accounts the trade is to be made are executed at the same time. This is called aggregating trades. Instead of placing a number of trades for the same security for each account, we will, when appropriate, execute one trade for all accounts and then allocate the trades to each account after execution. If an aggregate trade is not fully executed, the securities will be allocated to client accounts on a *pro rata* basis, except where doing so would create an unintended adverse consequence (For example, if a *pro rata* division would result in a client receiving a fraction of a share, or a position in the account of less than 1%.)



**Item 13:        Review of Accounts**

All accounts will be reviewed by a senior professional on at least an annual basis. However, it is expected that market conditions, changes in a particular client's account, or changes to a client's circumstances will trigger a review of accounts.

The annual report in writing provided by MWM is intended to review asset allocation. All clients will receive statements and confirmations of trades directly from their account custodian.

**Item 14:        Client Referrals and Other Compensation**

A. Economic Benefit Provided by Third Parties for Advice Rendered to Client.

*Please refer to Item 12, where we discuss recommendation of Broker-Dealers.*

B. Compensation to Non-Advisory Personnel for Client Referrals.

Clients may be introduced to MWM via other third parties. In the event that MWM compensates any party for the referral of a client to MWM, any such compensation will be paid by MWM, and not the client. If the client is introduced to MWM by an unaffiliated third party, that third party will disclose to the client the referral arrangement with MWM, including the compensation for the referral, and provide the client a copy of MWM's ADV Part 2A and 2B. The referral source will also provide a written disclosure to the client regarding the relationship between MWM and the referral source, including the fact that referral fees will be paid.

**Item 15:        Custody**

Situations where the firm is deemed to have custody of client assets include employees serving as trustee or co-trustee of client accounts, where the firm operates under a standing letter of authorization or instructs custodians on a client's instruction to move assets to third parties, or where the firm or its employees otherwise may have access to client assets. In addition, in many cases we have the authority to debit our clients' custodial accounts for management fees. We are deemed to have custody of those assets if, for example, we are authorized and instructed by a client's custodian to deduct our advisory fees directly from the account or if we are granted authority to move money from a client's account to another person's account. At all times, the custodial bank maintains actual custody of those assets. MWM deducts fees from client accounts, but would not have custody of client funds otherwise. Clients will receive statements directly from the account custodian, and copies of all trade confirmations directly from the account custodian.

Clients whose fees are directly debited will provide written authorization to debit advisory fees from their accounts held by a qualified custodian chosen by the client. The client will also receive a statement from their account custodian showing all transactions in their account, including the fee.

We encourage clients to carefully review the statements and confirmations sent to them by their custodian, and to compare the information on your quarterly report prepared by MWM against the information in the statements provided directly from their account custodian. Please alert us of any discrepancies.

**Item 16: Investment Discretion**

Please see response to Item 4 above regarding investment discretion.

**Item 17: Voting Client Securities**

Copies of our Proxy Voting Policies are available upon request.

From time to time, shareholders of stocks, mutual funds, exchange traded funds or other securities may be permitted to vote on various types of corporate actions. Examples of these actions include mergers, tender offers, or board elections. MWM will not give advice or vote proxies on behalf of its clients. However, Camelot Portfolios LLC may vote proxies on behalf of MWM clients invested in Camelot Portfolios LLC strategies.

**Item 18: Financial Information**

Under no circumstances do we require or solicit payment of fees in excess of \$1,200 per account and more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.