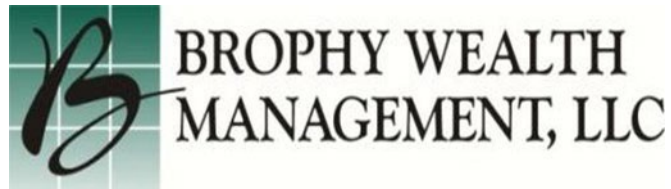


Item 1. Cover Page



40 South River Road

Bedford Place, Unit 15

Bedford, NH 03110

603-668-2303

Disclosure Brochure

March 31, 2023

This brochure provides information about the qualifications and business practices of Brophy Wealth Management, LLC (hereinafter "BWM"). If you have any questions about the contents of this brochure, please contact Steve A Brophy at 603-668-2303 or via email sbrophy@brophywealth.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. Additional information about BWM is available on the SEC's website at www.advisorinfo.sec.gov. BWM is a registered investment advisor. Registration does not imply any level of skill or training.

Item 2. Material Changes

There have been no material changes to this brochure since Brophy Wealth Management, LLC last updated this brochure as part of its annual updating amendment on March 31, 2022.

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Item 4. Advisory Business

Brophy Wealth Management, LLC (hereinafter referred to as “BWM” or the “Firm”) is an independent financial planning and investment management firm, serving individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities in the State of New Hampshire and across the nation. The Firm provides wealth advisory services based on comprehensive or issue-specific financial analysis and the development of wealth plans. BWM partners with clients to create, monitor, and adjust a financial plan and investment strategy designed to achieve retirement and other financial life goals.

BWM’s investment advisory practice has been in operation since January 1995. The Firm is owned by Stephen A. Brophy and James S. Brophy. Stephen A. Brophy is the founder and majority owner.

As of December 31, 2022, the Firm had approximately \$364,401,801 in assets under management, all of which were discretionary. Prior to engaging BWM to provide any of the following investment advisory services, the client is required to enter into one or more written agreements with BWM setting forth the terms and conditions under which BWM renders its services (each an “Agreement”).

Investment Management Services

Clients can engage BWM to manage all or a portion of their assets as designated in their Agreement with BWM or an Independent Manager. BWM generally manages assets on a discretionary basis. BWM primarily designs and implements investment planning strategies and recommends that the client invest their assets using one or more Independent Managers.

The terms and conditions under which the client engages an Independent Manager are set forth in a separate written agreement between BWM and/or the client and the Independent Manager. BWM also monitors and reviews the account performance and the client’s investment objectives. BWM receives an advisory fee that is based upon a percentage of the market value of the assets that is managed by the Independent Manager.

When recommending an Independent Manager for a client, BWM reviews information about the Independent Manager such as its disclosure brochure and/or material supplied by the Independent Manager for a description of the Independent Manager’s investment strategies, past performance and risk results to the extent available. Factors that BWM considers in recommending an Independent Manager include the client’s investment objectives, management style, performance, reputation, financial strength, reporting, pricing, and research.

While not typical, clients can incur fees and expenses associated with the Independent Manager’s trading activity. BWM would discuss whether clients would incur any trading charges with the client prior to recommending the Independent Manager. In addition to this brochure, the client also

receives the written disclosure brochure of each Independent Manager. Certain Independent Managers may impose more restrictive account requirements and varying billing practices than BWM.

BWM retains the authority to hire or fire the other Independent Managers or recommend that the client terminate its relationship with the Independent Manager.

BWM also provides advice about any type of investment held in a client's portfolios not directly supervised or managed by BWM. In these events, BWM does not monitor or supervise these other assets and clients are encouraged to review these holdings with BWM.

In other very limited circumstances, BWM directly manages the client's assets on an ongoing basis.

BWM may also advise on certain investment products that are not maintained at TD Ameritrade, Inc., such as variable life insurance and annuity contracts, and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, BWM directs or recommends the allocation of client assets among the various investment options available. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product's provider.

BWM tailors its advisory services to accommodate the needs of its individual clients and continuously seeks to ensure that its clients' portfolios are managed in a manner consistent with their specific investment profiles. BWM consults with clients on an initial and ongoing basis to determine their specific risk tolerance, time horizon, liquidity constraints and other factors relevant to the management of their portfolios. Clients are advised to promptly notify BWM if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management of their accounts if BWM determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the firm's management efforts.

Financial Consulting Services, Financial Analyses & Wealth Plans

BWM may provide its clients with a broad range of comprehensive financial consulting services. These services may include advice on investments, insurance, retirement, education, tax, estate planning, and cash flow needs of the client. These services may be included as part of BWM's Investment Management Services described above.

The Firm may also offer to provide quantitative and qualitative analysis to help generate financial analysis and wealth plans. The Firm's financial analysis and wealth plans are designed by BWM to make recommendations to help clients make financial decisions consistent with achieving their long-term goals and also to recommend investment vehicles to help them reach their goals.

In providing the financial consulting services and financial analysis and wealth plans, a representative

will consult with the client to obtain information regarding the client's assets, liabilities, present and foreseeable future obligations, present and future income, financial goals, and other related data. For certain engagements, BWM may also develop and deliver a comprehensive written financial analysis and wealth plan to the client and meet with the client for a review of the document. After this review, BWM's obligations to the client shall terminate and any necessary updates to the financial analysis and plan or execution of the recommendations made in the plan must be specifically requested by the client.

In performing these services, BWM is not required to verify any information received from the client or from the client's other professionals (e.g., attorneys, accountants, etc.) and is expressly authorized to rely on such information. BWM may recommend the services of itself and/or other professionals to implement its recommendations. BWM's representatives may also recommend that a client purchase an insurance or security in their capacity as registered representatives of APW Capital, Inc., a registered broker-dealer and FINRA member. This relationship and the conflict of interest it creates are described further in Item 5 under the heading "Commissions or Sales Charges for Recommendations of Securities and Insurance Products".

Clients are advised that a conflict of interest exists if BWM recommends its own services to financial consulting services clients. Clients are under no obligation to act upon any of the recommendations made by BWM under a financial planning or consulting engagement or to engage the services of any such recommended professional, including BWM itself. Clients retain absolute discretion over all decisions regarding implementation. Clients are advised that it remains their responsibility to promptly notify the Firm if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising BWM's previous recommendations and/or services.

Use of eMoney or FinanceLogix

BWM may provide its clients with access to an online platform hosted by "eMoney Advisor" or FinanceLogix (the "platforms"). These platforms allow a client to view their complete asset allocation, including those assets that BWM does not manage (the "Excluded Assets"). BWM does not provide investment management, monitoring, or implementation services for the Excluded Assets. Unless otherwise specifically agreed to, in writing, BWM's service relative to the Excluded Assets is limited to reporting only. Therefore, BWM shall not be responsible for the investment performance of the Excluded Assets. Rather, the client and/or their advisor(s) that maintain management authority for the Excluded Assets, and not BWM, shall be exclusively responsible for such investment performance.

Item 5. Fees and Compensation

BWM offers its services on a fee basis, which may include fixed fees, hourly fees, as well as fees based upon assets under management. Additionally, BWM's Supervised Persons, in their individual

capacities, may offer securities brokerage services under a separate commission-based arrangement.

Investment Management Fees

BWM provides investment management services for an annual fee based upon a percentage of the market value of the assets managed by BWM. This fee generally ranges between 75 and 125 basis points (0.75% – 1.25%) per annum for portfolios valued at up to \$2 million. For larger portfolios, this fee is negotiable and varies depending on the terms of the agreed upon engagement. The total portfolio value may include Assets Under Management from other members of a client's household, family, company 401k, or other individuals or institutions that they are connected with that has/had a mutual association with Brophy Wealth Management, LLC. The Firm's management fee is prorated and charged quarterly, in advance or arrears, as derived from the market value of the assets managed by BWM on the last day of the previous billing period.

If assets are deposited into or withdrawn from an account after the inception of a billing period, the fee payable with respect to such assets is typically adjusted to reflect the interim change in portfolio value. For the initial term of an engagement, the fee is calculated on a pro rata basis. In the event the Agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding balance is charged or refunded to the client, as appropriate. The Independent Managers engaged to manage client assets generally charge investment advisory fees that are separate from the Firm's management fee and such Independent Managers and other turnkey asset management platforms may employ billing practices that differ from those of BWM.

BWM, in its sole discretion, may negotiate to charge a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, pro bono activities, etc.).

Financial Consulting Services, Financial Analyses & Wealth Plans Fees

BWM may charge an hourly fee for financial consulting services and financial analysis and wealth plans. These fees are negotiable, but generally range from \$110 for administrative services to \$500 for senior advisor services, depending upon the level and scope of the services and the professional rendering the financial planning and/or the consulting services.

Prior to engaging BWM to provide financial planning and/or consulting services, the client is required to enter into a written agreement with BWM setting forth the terms and conditions of the engagement. Generally, BWM requires the financial analysis and wealth plan fee (estimated hourly or fixed fee) upon delivery of the financial analysis and/or wealth plan or the completion of the agreed upon services.

Additional Fees and Expenses

In addition to the advisory fees paid to BWM, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively "Financial Institutions"). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, fees charged by the Independent Managers, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Fees charged by Independent Managers generally range from 25 bps to 95 bps (0.20% - 0.95%), per annum. These additional fees are separate, distinct and in addition to the fees charged by BWM.

Fee Debit

BWM's Agreement and the separate agreement with any Financial Institutions may authorize BWM or the Independent Manager to debit the client's account for the amount of BWM's fee and to directly remit that fee to BWM or the Independent Manager. Any Financial Institutions recommended by BWM have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account, including the amount of management fees paid directly to BWM.

Account Additions and Withdrawals

Clients may make additions to and withdrawals from their account at any time, subject to BWM's right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to BWM, subject to the usual and customary securities settlement procedures. However, BWM designs its portfolios as long-term investments, and the withdrawal of assets may impair the achievement of a client's investment objectives. BWM may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (i.e., contingent deferred sales charge) and/or tax ramifications.

Commissions or Sales Charges for Recommendations of Securities and Insurance Products

Clients can engage persons associated with BWM (but not BWM) to purchase securities or variable insurance products on a commission basis. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with BWM. Under this arrangement, clients may implement securities transactions or purchase variable insurance products through BWM's Supervised Persons in their respective individual capacities as registered representatives of APW Capital Inc.

(“APW Capital”) an SEC registered broker-dealer and member of FINRA. APW Capital may charge brokerage commissions to affect these securities or variable insurance transactions and thereafter, APW Capital will pay a portion of these commissions to the Supervised Persons. Prior to effecting any transactions, clients are required to enter into a new account agreement with APW Capital. The brokerage commissions charged by APW Capital may be higher or lower than those charged by other broker-dealers. In addition, certain of BWM’s Supervised Persons will receive ongoing 12b-1 fees for mutual fund purchases from the mutual fund company or receive a commission trail from a variable insurance company during the period that the client maintains the mutual fund or variable insurance investment that are purchased on a commission basis.

The ability of BWM’s associated persons to enter into transactions where a commission is charged creates a conflict of interest. To mitigate this conflict of interest, BWM discloses it to clients. Also, BWM does not charge an advisory fee on the same assets for which its Supervised Persons receive commissions.

Item 6. Performance-Based Fees and Side-by-Side Management

BWM does not provide any services for performance-based fees.

Item 7. Types of Clients

BWM provides its services to individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations and business entities.

Minimums Imposed by Independent Managers

BWM does not impose a minimum portfolio size or minimum annual fee. Certain Independent Managers may, however, impose more restrictive account requirements and varying billing practices than BWM. In such instances, BWM may alter its corresponding account requirements and/or billing practices to accommodate those of the Independent Managers.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

BWM generally utilizes a combination of fundamental and technical methods of analysis, which are based in large part on the research capabilities and due diligence efforts of certain third-party vendors.

Fundamental analysis involves an evaluation of the fundamental financial condition and competitive

position of a particular manager or issuer. This process typically involves an analysis of the management team, investment strategies, style drift, past performance, reputation and financial strength in relation to the asset class concentrations and risk exposures of the Firm's model asset allocations. A substantial risk in relying upon fundamental analysis is that while the overall health and position of a company may be good, evolving market conditions may negatively impact overall performance.

Technical analysis involves the examination of past market data rather than specific issuer information in determining the recommendations made to clients. Technical analysis may involve the use of mathematical based indicators and charts, such as moving averages and price correlations, to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company. A substantial risk in relying upon technical analysis is that spotting historical trends may not help to predict such trends in the future.

Investment Strategies

The primary investment strategy used on client accounts is strategic and tactical asset allocation. Portfolios are generally globally diversified to control the risk associated with traditional markets. The investment strategy for a specific client is based upon the objectives and risk tolerances stated by the client during consultations. The client may change these objectives at any time.

Risks of Loss

Mutual Funds and ETFs

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings.

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 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.

There is also 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 50,000 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.

Market Risks

The profitability of a significant portion of BWM's recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that BWM will be able to predict those price movements accurately.

Inflation Risk

When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.

Currency Risk

Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

Reinvestment Risk

This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.

Business Risk

These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

Liquidity Risk

Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.

Financial Risk

Excessive borrowing to finance business operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Use of Independent Managers

BWM may recommend the use of Independent Managers. In these situations, BWM continues to do ongoing due diligence of such managers, but such recommendations rely to a great extent on the Independent Managers' ability to successfully implement their investment strategies. In addition, BWM generally may not have the ability to supervise the Independent Managers on a day-to-day basis.

General Risk of Loss

Investing in securities involves the risk of loss. Clients should be prepared to bear such loss.

Item 9. Disciplinary Information

BWM is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. BWM does not have any required disclosures to this Item.

Item 10. Other Financial Industry Activities and Affiliations

BWM is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons.

Registered Representatives of Broker Dealer

Neither BWM nor any of its associated persons are a broker dealer or have any application pending to become a broker dealer. The Firm's Supervised Persons are registered representatives of APW Capital and will occasionally provide clients with securities brokerage services under a separate commission-based arrangement. This arrangement is described at length in Item 5.

Ownership of other Investment Advisor

BWM acquired Grodman Financial Group, LLC and owns all of its membership interests. BWM provides back-office support to Grodman Financial Group, LLC and renders advice to Grodman Financial Group, LLC clients and expects that the clients of Grodman Financial Group, LLC will become clients of BWM in the near future. Grodman Financial Group, LLC agreed to assume the commissions and transaction fees incurred by certain of its clients. BWM may, but is not required to, honor that previous commitment for those clients. This presents a conflict of interest that clients of BWM may receive different advice and be subject to different fee arrangements than clients of Grodman Financial Group, LLC. We mitigate this conflict of interest by disclosing it to clients.

Use of other Investment Advisors

From time to time, we may recommend or select other investment advisers for you and in return, we

will receive compensation from those other investment advisers. In these cases, we will generally enter into a formal, written agreement with such other investment advisers.

As a result of these such arrangements, we may be incentivized to recommend only the investment advisers from whom we receive fees as opposed to another investment adviser from whom we do not receive such fees (or those that will share the most amount of fees with us). We continually monitor other investment advisers that we might recommend in the event that such investment advisers are not meeting the standards that we believe meet your needs, we will seek other investment advisers that may be a better fit for your specific management needs.

Additional details about any such arrangement can be found in the applicable disclosure document that we are obligated to provide to each of our clients that we may refer to any other investment adviser under one of these arrangements. You are always welcome to request a copy of our current disclosure document for any investment adviser that we may have recommended or selected for you.

Item 11. Code of Ethics

BWM and persons associated with BWM (“Associated Persons”) are permitted to buy or sell securities that it also recommends to clients consistent with BWM’s policies and procedures.

BWM has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws (“Code of Ethics”). BWM’s Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by BWM or any of its associated persons. The Code of Ethics also requires that certain of BWM’s personnel (called “Access Persons”) report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

When BWM is engaging in or considering a transaction in any security on behalf of a client, no Access Person may affect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the Access Person) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the Access Person is completed as part of a batch trade (as defined below in Item 12) with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers’ acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

This Code of Ethics has been established recognizing that some securities trade in sufficiently broad

markets to permit transactions by Access Persons to be completed without any appreciable impact on the markets of such securities. Therefore, under certain limited circumstances, exceptions may be made to the policies stated above.

Clients and prospective clients may contact BWM to request a copy of its Code of Ethics.

Item 12. Brokerage Practices

Except where otherwise required by a turnkey asset management program in which a client is being serviced, BWM generally recommends that clients utilize the brokerage and clearing services of TD AMERITRADE Institutional, a division of TD AMERITRADE, Inc. ("TD Ameritrade") for investment management accounts.

BWM participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade") member FINRA/SIPC/NFA. TD Ameritrade is an independent and unaffiliated SEC-registered broker-dealer. TD Ameritrade offers to independent investment Advisors services which include custody of securities, trade execution, clearance and settlement of transactions. BWM receives some benefits from TD Ameritrade through its participation in the program.

Factors which BWM considers in recommending TD Ameritrade or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. TD Ameritrade enables BWM to obtain many mutual funds and ETFs without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by TD Ameritrade may be higher or lower than those charged by other Financial Institutions.

The commissions paid by BWM's clients comply with BWM's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified Financial Institution might charge to effect the same transaction where BWM determines that the commissions are reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Financial Institution's services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. BWM seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

BWM periodically and systematically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

The client may direct BWM in writing to use a particular Financial Institution to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that Financial Institution, and BWM will not seek better execution services or prices from other Financial Institutions or be able to "batch" client transactions for execution through other

Financial Institutions with orders for other accounts managed by BWM (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, BWM may decline a client's request to direct brokerage if, in BWM's sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers (as further discussed below).

Transactions for each client generally will be effected independently, unless BWM decides to purchase or sell the same securities for several clients at approximately the same time. BWM may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among BWM's clients differences in prices and commissions or other transaction costs that might not have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among BWM's clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that BWM determines to aggregate client orders for the purchase or sale of securities, including securities in which BWM's Supervised Persons may invest, BWM generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. BWM does not receive any additional compensation or remuneration as a result of the aggregation.

Commissions or Sales Charges for Recommendations of Securities

As discussed above, Supervised Persons of BWM in their individual capacities, are registered representatives of APW Capital. These Supervised Persons are subject to FINRA Rule 3040 which restricts registered representatives from conducting securities transactions away from their broker-dealer unless APW Capital provides written consent. Therefore, clients are advised that certain Supervised Persons may be restricted to conducting securities transactions through APW Capital unless they first secure written consent from APW Capital to execute securities transactions through a different broker-dealer. Absent such written consent or separation from APW Capital, these Supervised Persons are prohibited from executing securities transactions through any broker-dealer other than APW Capital under APW Capital internal supervisory policies. BWM is cognizant of its duty to obtain best execution and has implemented policies and procedures reasonably designed in such pursuit.

Software and Support Provided by Financial Institutions

BWM may receive from TD Ameritrade, without cost to BWM, computer software and related systems support, which allow BWM to better monitor client accounts maintained at TD Ameritrade.

BWM may receive the software and related support without cost because BWM renders investment

management services to clients that maintain assets at TD Ameritrade. The software and support is not provided in connection with securities transactions of clients (i.e. not “soft dollars”). The software and related systems support may benefit BWM, but not its clients directly. In fulfilling its duties to its clients, BWM endeavors at all times to put the interests of its clients first. Clients should be aware, however, that BWM’s receipt of economic benefits from a custodian creates a conflict of interest since these benefits may influence BWM’s choice of one custodian over another that does not furnish similar software, systems support, or services.

There is no direct link between BWM’s participation in the program and the investment advice it gives to its clients, although BWM receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. Additionally, BWM may receive the following benefits from TD Ameritrade through its registered investment adviser division: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its Registered Investment Adviser participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; access to an electronic communication network for client order entry and account information; and discounts on compliance, marketing, research, technology, and practice management products or services provided to BWM by third party vendors.

These products or services may assist BWM in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help BWM manage and further develop its business enterprise. The benefits received by BWM’s participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. Clients should be aware, however, that the receipt of economic benefits by BWM or its related persons in and of itself creates a potential conflict of interest and may indirectly influence BWM’s recommendation of TD Ameritrade for custody and brokerage services.

Item 13. Review of Accounts

Account Reviews

BWM monitors the portfolios of its investment management clients as part of a continuous and ongoing process, while regular management reviews are conducted at least quarterly. For those clients to whom BWM provides financial planning and/or consulting services, reviews are conducted on an “as needed” basis. Such reviews are conducted by one of BWM’s investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with BWM and to keep BWM informed of any changes thereto. BWM contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client’s financial situation and/or investment objectives.

Account Statements and Reports

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. Periodically, investment advisory clients may also receive written or electronic reports from BWM and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their custodian with any supplemental reports they receive from BWM or an outside service provider.

Item 14. Client Referrals and Other Compensation

Client Referrals

BWM does not provide compensation to any third-parties for client referrals.

Other Economic Benefit

Clients should review Item 12 above for information about certain benefits that BWM receives from TD Ameritrade.

Direct and Indirect Support for Advisors

AssetMark, Morningstar, and TD Ameritrade may sponsor annual conferences for participating Financial Advisory Firms and/or Financial Advisors designed to facilitate and promote the success of the Financial Advisory Firm and/or Financial Advisor and/or AssetMark advisory services.

Discounted Fees for Financial Advisors

Financial Advisors may receive discounted pricing from AssetMark, Morningstar, and TD Ameritrade for practice management and marketing related tools and services.

Item 15. Custody

All client assets are held by unaffiliated qualified custodians. The Firm does not take physical custody of clients' assets. Under government regulations, we are deemed to have custody of your assets in certain situations as described below. One situation occurs when you authorize the custodian to deduct our advisory fees directly from your account, even though custodian maintains actual custody of your assets. A second situation occurs if you authorize us to direct checks or money transfers from your accounts to third parties, all dependent upon the authorization given to custodian. In all cases, all clients are provided, at least quarterly, with written transaction confirmation notices and/or regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. The Firm may also provide a written periodic report summarizing account activity

and performance. To the extent that The Firm provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by The Firm with the account statements received from the account custodian. The account custodian does not verify the accuracy of The Firm's advisory fee calculation.

Item 16. Investment Discretion

Clients may grant BWM the authority to exercise discretion on their behalf. BWM is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. BWM is given this authority through a power-of-attorney inclusive in the Agreement between BWM and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold).

In these situations, BWM may take discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The Independent Managers or strategies used to manage client accounts.

Item 17. Voting Client Securities

BWM does not accept the authority to vote clients' securities (i.e., proxies) on their behalf. Clients receive proxies directly from the Financial Institutions where their assets are custodied and may contact the Firm at the number on the cover of this brochure with questions about proxies and/or other such solicitations.

Item 18. Financial Information

BWM is not required to disclose any financial information pursuant to this Item due to the following:

- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.