

JW • COLE

ADVISORS

FORM ADV PART 2A

**DISCLOSURE
BROCHURE**

MARCH 31, 2021

**J.W. COLE ADVISORS, INC.
4301 ANCHOR PLAZA PARKWAY
SUITE # 450
TAMPA, FL 33634**

This brochure provides information about the qualifications and business practices of Jonathan Roberts Advisory Group, Inc. d/b/a J.W. Cole Advisors, Inc., (Jonathan Roberts Advisory Group, Inc. and J.W. Cole Advisors, Inc. are hereinafter collectively referred to as "JWCA"). If you have any questions about the contents of this brochure, please contact us at (866) 592-6531. 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. The use of the term "Registered" throughout this brochure indicates a licensing qualification. It is not intended to imply a certain level of skill. Additional information about J.W. Cole Advisors, Inc., is also available on the SEC's website at www.adviserinfo.sec.gov.

SEC File No: 801-60722

CRD No: 112294

Item 2 – Material Changes

This section provides a summary of any material changes we made since our last update in July 2020.

JWCA provides additional disclosure regarding its relationship with broker-dealer J.W. Cole Financial Inc (JWCF) and JWCF's clearing relationship with National Financial, LLC ("NFS") under Item 12 of this brochure. Specifically, JWCA discloses certain conflicts and potential conflicts resulting from JWCA's expense sharing agreement with JWCF. This section discusses revenues paid to JWCF related to cash sweep and NTF fund programs offered by NFS when used by clients of JWCA.

TABLE OF CONTENTS

ITEM 1 COVER PAGE	1
ITEM 2 MATERIAL CHANGES	2
ITEM 3 TABLE OF CONTENTS	3
ITEM 4 DESCRIPTION OF OUR ADVISORY BUSINESS	4
ITEM 5 FEES AND COMPENSATION	8
ITEM 6 PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT	13
ITEM 7 TYPES OF CLIENTS	13
ITEM 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES, & RISK OF LOSS ..	14
ITEM 9 DISCIPLINARY INFORMATION	17
ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	17
ITEM 11 CODE OF ETHICS	18
ITEM 12 BROKERAGE PRACTICES	19
ITEM 13 REVIEW OF ACCOUNTS	28
ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION	28



ITEM 15 CUSTODY.....	30
ITEM 16 INVESTMENT DISCRETION.....	30
ITEM 17 VOTING CLIENT SECURITIES... ..	31
ITEM 18 FINANCIAL INFORMATION... ..	31

Item 4 - Description of Our Advisory Business

JWCA is a Florida corporation registered with the SEC, since November 9, 2000. Our headquarters are in Tampa, Florida. Mr. John Carlson is the founding Principal, current President, Chief Executive Officer, and Chief Financial Officer. Mr. Carlson owns more than 75% of JWCA’s common stock.

JWCA has an expense sharing agreement with J.W. Cole Financial, Inc. ("JWCF"), a registered broker-dealer Member FINRA/SIPC, for access to staff, office space, supplies, etc. As part of the outsource agreement, JWCA pays JWCF for such services. JWCA and JWCF are separate and distinct business entities with different ownership. JWCA conducts its investment advisory business through a network of over 300 independent Investment Adviser Representatives (“IAR’s”). IARs operate in offices located throughout the United States. IARs may operate under their own business name(s) or DBA name(s) and their business name(s) and logos may appear on their sales and marketing materials. All sales and marketing materials used by IARs are reviewed and approved by JWCF. The business name(s) and DBA name(s) used by IARs are separate from and not owned and/or controlled by JWCF or JWCA. IARs may also offer and provide other services through their business name(s), however all investment advisory services offered by IARs must be through JWCA. Information about the IAR’s other businesses can be found in the IARs’ Form ADV Part 2B Brochure Supplement.

Nearly all JWCA’s IARs are also dually registered as Registered Representatives ("RRs") to solicit, offer, and sell securities through JWCF, an unaffiliated full-service securities broker-dealer Member of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investors Protection Corporation ("SIPC"). IARs may also be licensed as independent insurance agents through various insurance companies to solicit, offer, and sell fixed and/or property and casualty insurance products in the states in which they conduct business. Therefore, IARs can potentially be acting in all three capacities when soliciting, offering, and selling investment products, investment advisory services, and/or insurance products to the client. The registration as RRs, IARs, and being licensed as independent insurance agents creates a conflict of interest when IARs solicit, offer, and sell securities and insurance

products for which clients would pay a commission, while also soliciting, offering, and selling investment advisory services and managing the assets in their clients' accounts and charging a separate investment advisory fee. Our IARs manage assets on either a discretionary or non-discretionary basis. As of this filing, JWCA manages **\$2,559,085,436** in client assets on a discretionary basis, and **\$1,370,919,841** on a non-discretionary basis.

The Types of Advisory Services We Offer:

JWCA and its IARs may solicit, offer, and sell fee-based investment advisory services including fee-based financial planning, the use of Third-Party Advisers, or other third-party advisory services, and/or charge an investment advisory fee for managing clients' accounts as further detailed below. IARs, when also acting as RRs of JWCF, may also solicit, offer, and sell securities, including but not limited to individual stocks and bonds, mutual funds, closed end funds, Exchange Traded Funds ("ETFs"), and non-traded alternative products, including but not limited to Real Estate Investment Trusts ("REITs") and private placements, Hedge Funds and Private Equities. IARs that are licensed as insurance agents may also solicit, offer, and sell fixed and/or property and casualty insurance products. Usually, the client will be charged a commission when purchasing securities or insurance products.

Our advisory services consist of various types of public and private securities. These include, but are not limited to equities, corporate debt, government obligations, municipal securities, exchange-traded funds, unit investment trusts, mutual funds or other pooled investments, options/derivatives, alternative investments, interests in real estate or oil and gas partnerships, annuities/insurance products, and other investment instruments. In certain arrangements, you have the ability to impose restrictions on a particular security or asset category.

Please understand JWCA does not guarantee or promise that your financial goals and objectives will be met. It is your obligation to review the analysis and provide updates whenever your financial situation, goals, objectives, or needs change, so your IAR can adjust his/her advice and your plan accordingly.

A.) Managed Programs:

We offer four types of managed programs:

- 1) *Traditional and Signature Advisory Account Programs* – This is a fee-based investment advisory account, in which your IAR will directly manage the investment account according to your financial profile and investment objectives. You will pay an ongoing, asset-based advisory fee based on the market value of billable assets being managed at an account-level, and nominal transaction fees for each transaction with some accounts incurring a program fee. Your IAR will deliver ongoing investment advice and monitoring of your security holdings. You have the option to allow your IAR to manage your assets on a non-discretionary basis, wherein you must contemporaneously approve each transaction recommended by your IAR, or you may authorize, in writing, that your account be managed on a discretionary basis, if certain qualifications are met. Certain minimum fees

apply. In a discretionary account, your IAR makes investment decisions on your behalf, without your contemporaneous approval. In no case can your IAR withdraw funds or securities without your approval (Please see Item 16 for further details). Please note that in addition to the asset-based advisory fee, you will pay other certain fees, such as transaction costs and service charges.

2) *Asset-Based Advisory Account Program* – This is a “wrap” fee investment advisory account, in which your IAR will manage your investment account according to your financial profile and in exchange you will pay an ongoing advisory fee. Like the Traditional and Signature Advisory Account Programs you will pay an asset-based Program Fee. However, the asset-based fee in this Program covers certain transaction costs within the advisory fee. Your IAR will deliver ongoing investment advice and monitoring of your security holdings. You have the option to allow your IAR to manage your assets on a non-discretionary basis, or they may be managed on a discretionary basis, if certain qualifications are met and upon your written authorization. The overall cost you will incur if you participate in our wrap fee program may be higher or lower than you might incur by separately purchasing the types of securities available in the program. *For further information please refer to the JWCA Form ADV Part 2A Appendix Wrap Fee Program Brochure.*

3) *Managed Account Solutions Program* - The Managed Account Solutions (MAS) program allows your IAR to manage the investment advisory portfolio by using a third-party advisory service. This is a tri-party investment advisory program sponsored by Envestnet Asset Management, Inc. (Envestnet) and the clearing custodial firms, National Financial, LLC (NFS) or Independent Wealth Services (IWS). A custodian is the entity that actually holds your securities and other investments on behalf of JWCA. The MAS program consists of an extensive range of investment advisory services, including: Separately Managed Accounts, Mutual Fund Solutions, ETF Solutions, Unified Managed Accounts, Multi-Manager Accounts and an IAR Directed Model Program. Clients who select the MAS program will also receive Envestnet’s Form ADV Part 2A, which provides greater detail regarding the program sponsor.

Each of these programs has distinct fees and charges such as platform, custody and clearing and are outlined in the Statement of Investment Selection (SIS) that is provided to you prior to investing as are the minimum fee amounts by fee type. Your IAR will go over the features of each program with you so that you may determine your preferred cost option that best suits your investment style.

4) The JWCA AMP Program (“AMP Program”) This Automated Managed Platform program is offered **only** online through an interactive website. Utilizing a simple question-based process, an intuitive interface guides you step by step through the process to assess your risk tolerance, build your investment portfolio and open your own account. The AMP Program is a discretionary investment management service designed for individual investors with accounts of \$5,000 or more. The AMP Program is only available to residents of the U.S. and is not available to foreign investors (individuals or entities) or U.S. citizens residing outside of the U.S. Regular and

continuous internet access is required to enroll in the Service and to access all AMP Program-related documents. You should not invest if you do not have regular and continuous Internet access. *For further information please refer to the J.W. Cole AMP Brochure*

B.) Third-Party Investment Advisers:

We also offer advisory services through Third-Party Investment Advisers (TPIAs) also known as, “third-party asset managers,” or, “unaffiliated investment advisers,” who manage your assets. Your IAR helps select the appropriate TPIA program for you consistent with your financial profile and investment objectives. We maintain an approved list of TPIAs who are available for your IAR to recommend. On an ongoing basis, your IAR monitors changes to your financial profile and the TPIA you selected, and provides continued advice for you to adjust the TPIA if necessary. You will be charged a management fee. A portion of this fee will be distributed to the TPIA, a portion will be distributed to the platform provider, a portion will cover the transaction costs, and a portion will go to your IAR and JWCA. A “platform provider” generally provides a range of services to financial advisors to help meet your portfolio management needs; including building various investment strategies, providing access to various asset managers and custodians, providing due diligence and research, portfolio construction, proposal generation, account rebalancing, account monitoring, performance reporting, account support, and other tools designed to manage and invest your assets.

C.) Financial Planning and Consulting:

We also offer financial planning and consulting services on matters involving securities and non-securities topics, for which we charge either an hourly rate or a flat fee. These topics may include: tax planning, asset allocation, estate planning, investment planning, risk management, retirement planning, and college planning. Your IAR will consult with you to discuss your goals, objectives, risk tolerance, and any special circumstance unique to you. After performing this analysis, your IAR will present recommendations to you, either verbally or in a written financial analysis. Your IAR may prepare other special reports on these matters for you at your request.

To implement the planning advice you receive from your IAR, your IAR may recommend that you work with other professionals, such as other broker-dealers (including JWCF), investment advisers (including JWCA), attorneys or accountants. Your IAR may also recommend that you utilize various financial products to assist with helping to meet your financial goals. You are under no obligation to act on any of the financial planning recommendations provided to you by your IAR, and you may choose to implement the recommendations through other service providers.

Your IAR will base the financial planning recommendations on your initial profile provided at the time of engagement.

D.) Variable Annuity Sub-Account Management:

We offer advisory services based on managing variable annuity insurance products that you currently own. Variable annuity insurance products contain sub-accounts, which are portfolios of investment assets. Based upon your financial profile, your IAR will recommend an advisory service designed to assist you with selecting which sub-accounts best help you meet your financial goals. In some instances, your IAR may manage the investments in those sub-accounts. This includes variable annuity contracts you purchase through your IAR in their capacity as a registered representative of JWCF.

Alternatively, your IAR may recommend that you select a TPIA who will manage the sub-accounts according to your financial profile. This advisory service is separate from our other services pursuant to a written Annuity Advisory Agreement. Both your IAR and JWCA will receive a portion of the fee charged to manage your sub-accounts.

In addition, your IAR may recommend fee-only variable annuities.

For further information on Variable Annuity Sub-Account Management, please refer to Section 5.

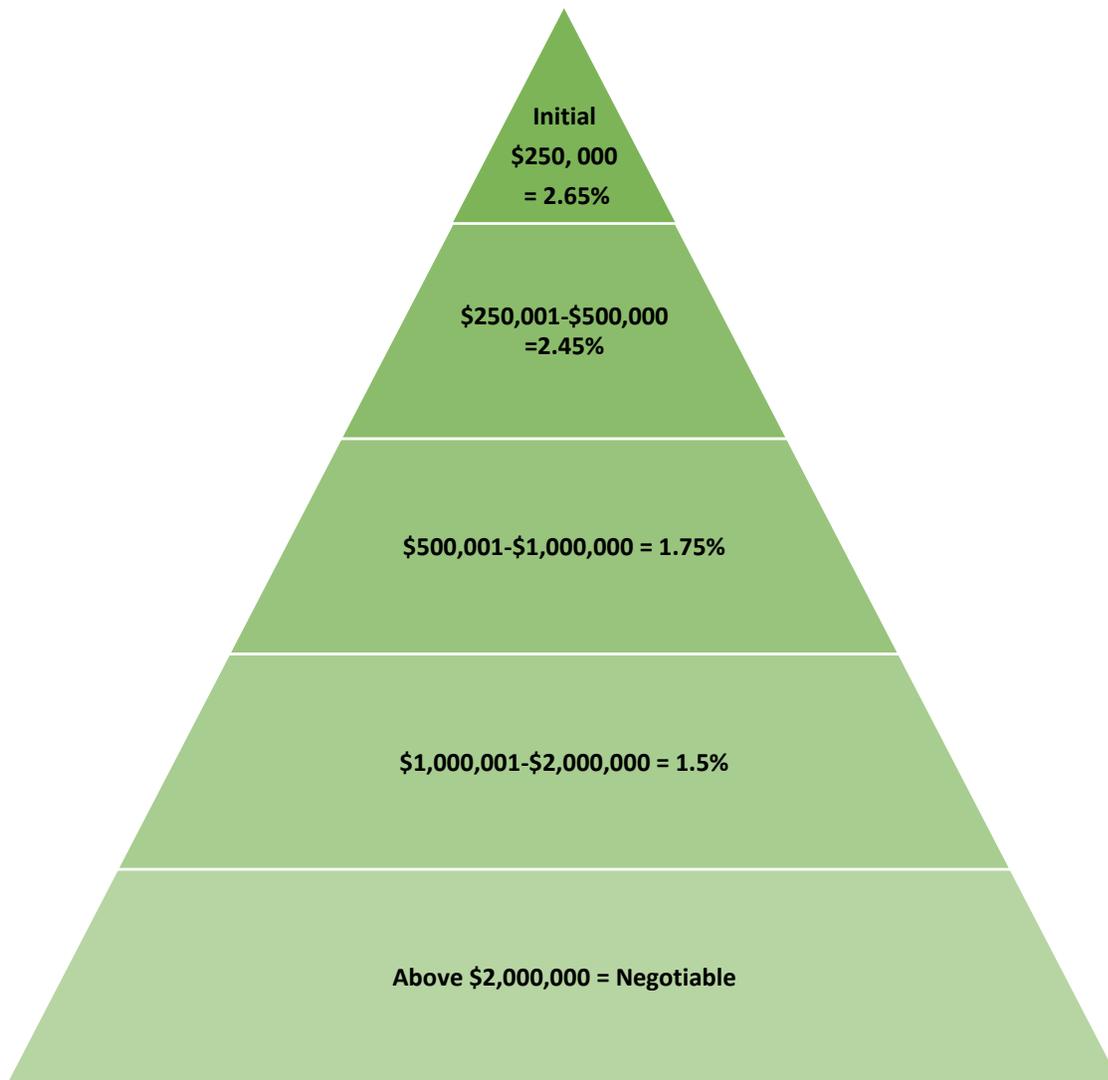
Item 5 - Fees and Compensation

Managed Programs Fee:

The default advisory fee tiered schedule is applicable for all three managed programs: Traditional and Signature Advisory Account Programs, the Asset-Based Advisory Account Program, and the Managed Account Solutions Program.

Under certain circumstances, fees may be negotiated. Fees may also be charged at a flat rate, instead of on a tiered schedule. Your fees may be higher or lower than the default schedule. In all cases, the maximum fee is 3.00% and the minimum fee is 0.25%. Certain minimum fees may apply.

Tiered Fee Schedule



The advisory fee is based on a percentage of the current market value of the billable assets in your account under our management. The advisory fee is calculated on a 365-day basis and charged quarterly, in advance or in arrears based on the terms of your specific advisory agreement. The advisory fee schedule you are subject to is set forth in your written agreement for your specific advisory service. We calculate the advisory fee at the end of each calendar quarter, by using the ending market value of your assets in your account on the last business day of the quarter. We use a third-party fee-billing service that receives asset valuations from the custodian of your account, and we do not independently verify, value, or aggregate your assets. We pro-rate the initial and closing advisory fee, based on the number of days in which advisory services were rendered to you in the calendar quarter. Upon notification to us, advisory fees, not to exceed \$15,000 will be adjusted for additions

or withdrawals to your account during the quarter.

The advisory fees are exclusive of, and in addition to, brokerage commissions transaction fees, account fees, program fees, and other clearing and execution costs incurred. Those costs are not shared with your IAR. These can include: commissions, postage and handling fees (also referred to as miscellaneous fee), confirmation fees, an annual account fee billed by the account custodian, an annual IRA fee, wire fees, termination fees, etc. These fees vary with the type of program. Please understand that if an IAR earns a commission on an investment in the capacity of a Registered Representative, those fees will be excluded from the calculation of the advisory fee. These fees are charged by the custodian and a portion of the fees are shared with JWCF. Please request a complete list of the fees for the program in which you are investing.

Upon notification that a pre-paid advisory service has been terminated, we will automatically pro-rate the period in question and rebate you back any fees due. It is not necessary for you to separately request the rebate.

Third-Party Investment Adviser Fees:

Each of the Third-Party Investment Advisers will charge advisory fees in accordance with the terms of the agreement you signed with the TPIA. Advisory fees, or any minimum investment requirements imposed by the TPIA, may or may not be negotiable. The TPIA will custody your assets with their corresponding custodian.

TPIAs may or may not be wrap programs. Any fees or charges for brokerage and custodial services incurred in connection with the TPIA's management of your account are in addition to the TPIA's investment advisory fee. Depending on the arrangement with the TPIA you chose, our fee for the advisory services we provide to you may be paid to JWCA by the TPIA or directly by the custodian of your assets, who charges your account.

Financial Planning and Consulting Fees:

Clients electing to engage us for financial planning and consulting services may choose between an hourly rate, or a flat fee for either a one-time engagement, or ongoing financial planning engagement. These fees may be negotiated prior to executing the agreement and can be paid with a check. Clients electing a flat fee for financial planning services may be requested to pay the advisory fee in advance. For the hourly rate option, we may request payment either upon execution of your agreement, upon delivery of the advisory services, or some a combination of these. We may charge up to \$350.00 per hour for these advisory services.

Either party may terminate the agreement at any time by providing the other party with written notice. Upon termination, we will refund any unearned Financial Planning and Consulting Fees paid by you, based upon the amount of documented time your IAR worked on the financial plan prior to the termination of the agreement. You may terminate your agreement within five business days of signing the agreement to receive a full refund of all advisory fees paid.

Variable Annuity Sub-Account Management:

Under certain circumstances, fees may be negotiated. Fees may also be charged at a flat percentage or on a tiered schedule. Your fees may be higher or lower than the default schedule. In all cases, the maximum allowable advisory fee is 2.00% and the minimum allowable fee is 0.25%. Certain minimum fees may apply.

The advisory fee is based on a percentage of the current market value of the variable annuity assets under management. The advisory fee is charged quarterly, in advance or in arrears based on the terms of your advisory agreement. The advisory fee schedule you pay is set forth in your Assets Under Management agreement, which will include details on how payment is made to JWCA. We calculate the advisory fee at the end of each calendar quarter using an actual day basis (365 days/year), by using the ending market value of your assets in your account on the last business day of the quarter. The market value is determined by your annuity(ies) company. We review, but do not independently verify or value your assets.

Your IAR, acting in his/her capacity as registered representatives of JWCF, may also receive or received commissions on the sale of variable annuities to you. In addition to commissions, variable annuities also carry internal fees. These commissions and fees create a conflict of interest if your representative recommends a variable annuity purchase to you, and as a result, receives both a commission on your purchase in his/her capacity as a Registered Representative of JWCF in addition to subsequent advisory fees for sub-account management. Your IAR must disclose this conflict of interest to you when the agreement is executed. Upon notification that a pre-paid service has been terminated, we will pro-rate the period in question and rebate you any fees due. It is not necessary for you to separately request the rebate.

You also have the option to select Third-Party Investment Advisers to manage the sub-accounts in your variable annuity. Under this relationship, you pay the TPIA's management fee (and any other fees as identified in the TPIA's ADV Part II) per your agreement with the TPIA. You will also pay JWCA a solicitor's fee for the referral made by your IAR to the TPIA. This solicitor's fee is negotiable. The default fee is one percent (1%). Your TPIA will charge all of the fees to your account and forward us our portion as solicitor.

A "no-load" annuity generally charges lower fees and expenses and is not sold on a commission basis. Typically, a load annuity, sold on a commission basis, is not transferable into a similar no-load product offered by the same annuity company. In other words, if you have a load annuity, you will not likely be able to convert this annuity to a no-load annuity, even if it is held with the same annuity company. Many load annuities offer benefits and features that may not be available with no-load annuities, such as lower surrender fee schedules. While no-load annuities do not charge a commission and have lower annual fees, they may also lack certain features and benefits of load annuities. Please speak with your advisor regarding the features and benefits of the various annuities available to you.

Important Considerations Regarding Direct Billing to Your Custodian:

Generally, your signed agreement authorizes us to bill advisory fees to the custodian of your account and directs your custodian to debit advisory fees from your account. Your statements produced by the custodian will reflect each advisory fee deduction from your account. You may withdraw the authorization for direct billing of these fees at any time by notifying us, or your custodian, in writing.

Conflict of Interest Considerations Regarding Mutual Funds and Variable Annuities:

All fees paid to us for advisory services are separate and distinct from the internal fees and expenses charged by mutual funds or annuity sub-accounts, which are described in each mutual fund's or variable annuity's prospectus. Generally, these internal fees and expenses include a management fee for the mutual fund or annuity and other expenses. Mutual funds and annuities generally pay distribution fees to JWCA. Your IAR, in his or her capacity as a registered representative of JWCF, often receives what are known as 12b-1 distribution fees and other commissions from investment companies when he/she places client funds into certain investment companies. The Firm mitigates this conflict by regularly converting mutual fund share classes that charge 12b-1 fees to alternative share classes that do not. Additionally, to the extent a lower cost share class is unavailable, the Firm works with JWCF to prevent 12b-1 fees from being paid to your IAR, in their capacity as a registered representative of JWCF.

You should review all JWCA fees and those fees charged by mutual funds, variable annuities, and others to fully understand the total amount of fees you are paying. At your IAR's discretion, he/she may choose to pay for your associated transaction costs.

Receiving 12b-1 fees may also be a conflict of interest if alternative lower-cost share classes are available. To mitigate this conflict, JWCA regularly monitors mutual funds in advisory accounts. If we find a lower-cost share class with the same fund, we will initiate a share class conversion of the fund to the lower share class. You should discuss the total level of fees you are paying in the plan that best suits your investment needs with your IAR.

If your IAR, in his/her capacity as a registered representative with JWCF, elects to receive a commission on certain investments made with assets held in your account, this creates a conflict of interest. There is an incentive to recommend investment products based on the compensation received, rather than on your needs. Your IAR is therefore required to waive the advisory fee on these assets for a period of time.

In addition, if no active investment advice is being given on certain assets, they will be considered excluded assets, and will not be billed. Examples include: securities with disadvantaged tax consequences; restricted, control, affiliate, employee securities or

other investments you may have an attachment to; and existing investments not recommended to you by your current IAR. The time period of these advisory fee exclusions will be determined on a case-by-case basis. The assets subject to an advisory fee waiver (i.e. “fee-excluded”) do not include any 12b-1 payments. It is important to note that a commission paid to your IAR, in their capacity as a registered representative of JWCF on an excluded asset, may be higher than the amount of the advisory fee that would have otherwise been charged on the asset if it was not an excluded asset.

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

JWCA does not charge any performance-based fees (fees based on a share of capital gains or on a share of capital appreciation of your assets). However, there may be some TPIAs offered by JWCA who charge performance-based fees. You should review the specific TPIA’s Form ADV Part II to identify such fees.

Item 7 - Types of Clients

JWCA provides the advisory services described above to: individuals, partnerships, pension and profit-sharing plans, trusts, estates, charities, corporations, and other entities. JWCA imposes certain conditions for starting or maintaining an advisory account. Generally, our Traditional and Signature Advisory Account Programs require a minimum of \$10,000; our Asset-Based Advisory Account Program requires a minimum of \$100,000; and our Managed Account Solutions Program requires a minimum of \$25,000 in cash or securities. We may terminate the agreement if the account does not meet the minimum amount required. At our discretion, we may waive this requirement if, for example, you have additional or related accounts that collectively exceed the minimum requirements. Certain minimum fees apply.

TPIAs also impose minimum fees and may require larger minimums than JWCA. Please review all agreements and request your IAR to explain any fees or account requirements prior to executing your written agreement.

JWCA does not require a minimum account size for financial planning services but does impose a minimum fee.

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

Methods of Analysis:

Your IAR may employ methods of investment analysis to evaluate securities for potential investment recommendations. These methods include but are not limited to the following:

A.) Fundamental Analysis: A technique that attempts to identify investment opportunities by comparing an estimated true value of a company versus its current market value. The estimated value is conducted by assessing the company's current financial condition and consideration of other important company factors including, but not limited to: revenue projections, profitability, competitive advantages, liability exposure, management expertise, industry outlook, etc. Because it can take a long time for the market to reflect the company's value, one risk associated with this method of analysis is that gains may not be realized until the security's market price rises to the company's estimated true value, if at all. Furthermore, the information collected may be incorrect resulting in an inaccurate estimate of earnings, which may be the basis for the investment's value. If the company's security prices adjust rapidly to new information, relying upon fundamental analysis for investment opportunity may not result in favorable performance.

B.) Technical Analysis: A technique involving the analysis of past securities price movements to identify trends and attempt to forecast future price movements for potential investment opportunities. Unlike fundamental analysis, technical analysis does not analyze the company's value, but instead, analyzes the security's price movement in the market.

- Charting is a form of technical analysis in which the price and volume information for a security is analyzed using mathematical equations. The results are then graphically represented to illustrate patterns and identify potential investment opportunities.
- Cyclical analysis is another form of technical analysis, which focuses on the regularity of movements in the market and times trading to coincide with anticipated market cycles.

Technical analysis studies the supply and demand in the market in an attempt to determine what direction, or trend, will continue in the future. However, there are risks involved with the technical analysis method, including the risk that trends will change unpredictably and that market timing results may not be favorable if the charts do not accurately predict future price movements. Daily changes in securities prices may follow random patterns and may not be predictable with any reliable degree of accuracy.

Your IAR obtains information from a number of sources, both public and by purchase, including financial newspapers and magazines, inspections of corporate activities, research materials prepared by third-parties, corporate rating services, annual reports, prospectuses and filings with the SEC, and company press releases. JWCA believes these resources for information are reliable and regularly depend on these resources for allowing your IAR to make investment recommendations; however, JWCA is not responsible for the accuracy or completeness of this information.

Investment Strategies:

The investment strategy recommended for you is based upon the initial financial profile information you provided to your IAR. It is important to at least annually review with your IAR your investment objectives, risk tolerance, tax objectives, liquidity needs, and any other relevant financial considerations, prior to choosing an investment strategy. All investments carry a certain degree of risk and no particular investment style or portfolio manager is suitable for all types of investors.

Your IAR may use a variety of investment strategies depending on your circumstances, financial objectives, and needs. Your IAR may recommend implementing one or more of the following investment strategies: long-term purchases (generally held at least a year); short-term purchases (generally held less than a year); trading (typically held less than 30 days); margin transactions (purchase of a security on credit extended by a securities company); and option transactions (call and put positions). If you are uncomfortable or object to any investment strategy proposed or used by your IAR, we request that you promptly advise your IAR of your concerns. Since you will receive confirmations from your account custodian for every transaction in your account, you need to contact your IAR if any transaction or series of transactions, in your view, is objectionable in any way. If you do not contact your IAR within sixty (60) calendar days, you are implicitly agreeing that each transaction, series of transactions, and investment strategy is consistent with your investment suitability and goals.

Risk of Loss:

Investing in securities involves risk of loss. Electing to follow the advice your IAR provides, indicates you have understood, prepared for and accepted this potential outcome. Investors face various risks, but not limited to any or all of the following types of investment risks:

- **Market Risk:** The values and prices of securities may fluctuate in reaction to tangible events such as an underlying security's operating results, or intangible events such as political, social, economic, or the forces of investor supply and demand. Securities values may decline upon negative influences from any of these circumstances.

- **Interest Rate Risk:** Fixed income securities (e.g. bonds) typically have an inverse relationship with the movements of interest rates, meaning the yields and prices of bonds will generally decrease during periods of rising interest rates. Interest rates can change based on a number of economic factors including but not limited to inflation, U.S. Federal Reserve monetary policy, and supply/demand.
- **Credit Risk:** There are three forms of Credit Risk which can impact the price of a security.
 - **Default Risk** occurs when an issuer (e.g. a company or government entity issuing a bond) fails to satisfy the terms of the obligation with respect to the timely payment of interest and the repayment of the amount borrowed.
 - **Credit Spread Risk** represents the risk investors experience when the yields of fixed income securities fluctuate and affect the market value of the bond. The credit spread risk is generally determined by the yield of a fixed income security relative to its risk-free alternative.
 - **Downgrade Risk** is the risk that bond prices will decline, due to a downgrade in its issuer's credit rating as assigned by agencies such as Moody's or S&P.
- **Liquidity Risk:** Risk that a given security or asset cannot be readily traded, such as when there are few buyers for a security. This results in potentially having to sell the security at a loss.
- **Business Risk:** The probability of loss inherent in an organization's operations and environment that may impair its ability to experience profit, negatively affecting the company's security's price.
- **Inflation Risk:** The uncertainty over the future real value of assets, due to the prevailing economic conditions.
- **Political Risk:** Risk that investment returns could suffer as a result of political changes or instability.

You should work with your IAR to attempt to identify the balance of risks and rewards that are appropriate and comfortable for you. However, it is still incumbent on you to ask questions if you do not fully understand the risks associated with any investment or investment strategy. By opening an advisory account, you are explicitly acknowledging that you understand and accept that there is always a risk of loss, or below-market rates of performance.

While your IAR strives to render his/her best judgment on your behalf, many economic and market variables are beyond the control of your IAR and JWCA and these variables may affect the performance of your investments. JWCA and your IAR cannot assure you that your investments will be profitable, or that no losses will occur in your investment portfolio. Past performance is one consideration with respect to any investment or investment adviser, but it is not a predictor of future performance. If you are ever uncomfortable or unhappy with your investment performance, you need to contact your IAR immediately to discuss your concerns or contact JWCA at (866) 592-6531.

Item 9 - Disciplinary Information

As an Investment Adviser registered with the SEC, we must inform you of all material facts regarding any legal or disciplinary events that may be influential to your evaluation of our firm.

Item 10 - Other Financial Industry Activities and Affiliations

There are no disciplinary actions to report.

JWCA and JWCF are not under common ownership and are separate and unaffiliated companies. JWCA and JWCF share a physical office location and mutually seek to minimize expenses of administration by sharing certain equipment, supplies, and other administrative and office expenses.

When we selected JWCF as an outsourced serviced provider, we considered JWCF's variety of services, financial stability and competitive commission rates in our effort to provide brokerage services that meet your needs. In the capacity of a registered representative with JWCF, your IAR normally earns commissions on purchases the sales of securities and insurance products. This creates a conflict of interest when your IAR recommends the purchase of product, for which they receive a brokerage commission. To mitigate any conflicts, JWCA does not require you to purchase any recommended brokerage products from our IARs, or to utilize JWCF, for any products or services. You are free to purchase such products from another broker-dealer. If you do choose to use JWCF brokerage services, JWCA further mitigates this conflict by excluding certain products sold on a commission basis at JWCF from billable assets

at JWCA for the purpose of calculating your advisory fee, as described above in the “Item 5 - Fees and Compensation” section.

Referral arrangements with an unaffiliated professional may also present a conflict of interest because we may have a direct or indirect financial incentive to recommend another professional’s service as a result for his/her referral of clients to JWCA. While we believe that compensation charged by an outside professional is competitive, such compensation may be higher than fees charged by other professionals providing the same or similar services.

Some of our IARs are licensed in other professional capacities such as accountants, attorneys, and insurance agents. These other professional services are separate and distinct from our advisory services. When you use these businesses to purchase or sell securities or insurance, or to obtain accounting, tax, legal or other professional services, you will incur commissions, fees, and/or charges. These charges are not part of JWCA’s advisory fees. When an IAR recommends for you to utilize a separate service, these generate additional sources of compensation for the IAR and therefore creates a conflict of interest. To mitigate such potential conflict, JWCA will never require you to utilize a separate service offered by your IAR, nor are you required to implement any tax, legal, investment, or other recommendations through such businesses. You are always free to use any accountant, attorney, insurance agent, or any other professional of your choice.

In some instances, we may allow your IAR to independently own their own Investment Adviser (IA) firm. In such cases, your IAR is then dually registered as an IAR of both JWCA, and their own investment adviser firm. As a result, your IAR may provide advisory services to you under their own advisory firm, or under JWCA as described in your written agreement. In every situation, you should carefully consider any conflicts of interest when your IAR offers other professional services, for which they receive additional compensation.

Item 11 - Code of Ethics

JWCA has adopted a Code of Ethics describing the standards of business conduct that we expect all officers, directors, employees, and IARs to follow. Our code also describes certain reporting requirements that individuals associated with JWCA, or employed by us, must comply with.

JWCF, in its capacity as a broker-dealer may buy and sell securities in their proprietary accounts. In addition, IARs buy and sell securities in their own accounts. These accounts

are known as “proprietary accounts.” JWCA, however, does not maintain proprietary accounts. Also, your IAR may recommend to you and other clients, securities which he/she is investing in personally or recommending to other clients. Both scenarios create a conflict of interest. To mitigate any potential conflicts, JWCA may aggregate orders for securities transactions for more than one client. In appropriate circumstances, the aggregation may include proprietary accounts. However, we strive to treat each client fairly and will not favor any given client or proprietary account.

JWCA does not act as principal in securities transactions. JWCF, in its capacity as a broker-dealer, may act as principal when buying or selling fixed-income securities. In these situations, your trade confirmation will notify you that JWCF acted as principal for the transaction. JWCF will only act as a principal for fixed-income products if this action can secure a better price for you in the open market. This will result in a lower overall cost to you, compared to an automated trade. Appropriate JWCA personnel monitor these transactions. If a conflict of interest arises, we will promptly notify you of such a conflict.

Further, we maintain internal policies which generally prohibit IARs from knowingly buying or selling securities from a client, as principal and effecting agency cross transactions involving a client. However, it is possible that the executing broker-dealer, without your IAR’s knowledge or our knowledge, could inadvertently cross your transaction. A cross trade is where buy and sell orders for the same asset are offset without recording the trade on the exchange. Appropriate JWCA personnel will review cross transactions, as well as transactions by employees and related persons, in an effort to ensure best price execution and minimize any conflicts of interest.

You may request a copy of our Code of Ethics by contacting our corporate office, at (866) 592- 6531 or email us at: compliance@jw-cole.com.

Item 12 - Brokerage Practices

JWCA does not require you to use a specific broker-dealer to execute securities transactions for your account. However, we have established a relationship with a broker-dealer, JWCF, and with their clearing firm, National Financial, LLC (“NFS”), a subsidiary of Fidelity Investments, which acts as custodian. We also use Institutional Wealth Services (“IWS”), a business unit and a division of Fidelity Institutional and a subsidiary of Fidelity Investments, TD Ameritrade Institutional and Schwab Institutional as custodians.

In the absence of a written pre-approval from JWCA to allow for the use of another broker-dealer, your IAR will utilize JWCF to execute securities transactions for your advisory account through its relationship with NFS. As described in “Item 10 – Other Financial Industry Activities and Affiliations” when selecting JWCF as the broker-dealer, it creates a conflict of interest, if your IAR is dually registered as a registered representative of JWCF. JWCA allows for this conflict by considering the additional advisory services provided. However, JWCA must determine, in good faith, that the amount of any commission or transaction fee paid to JWCF is reasonable in relation to the value of the brokerage services provided. This is viewed in terms of either a particular transaction, or our overall responsibilities with respect to accounts, as to which we exercise investment discretion. JWCA may evaluate other broker-dealers from time to time, to determine if a better combination of services and commission rates are available for our clients.

JWCF Conflicts of Interest:

Any commissions or transaction fees you pay as a result of a securities transaction for your account will be determined according to standard commission rates in effect at JWCF, or as negotiated by you and your IAR. Commissions and ticket charges charged by JWCF are competitive in the industry but are not the lowest commissions available. These are paid by you in your JWCA account and partially shared with JWCF. They are not shared with your IAR or JWCA. The sharing of commissions with JWCF is a conflict of interest when your IAR is affiliated with both JWCF and JWCA. This conflict is mitigated, since these charges are not shared with your IAR, and JWCA does not require you to use JWCF to effect transactions. You always have a choice as to the type of advisory services that you select. The overall cost you will incur if you participate in our wrap fee program may be higher or lower than you might incur by separately purchasing the types of securities available in the program. Since you have the ability to choose the type of account you want, including the fee structure and the custodian, we believe this mitigates this conflict.

Variable Annuities:

Variable annuities are complex investments offered by insurance companies. Investment in a variable annuity contract is subject to general market risk and the insurance company’s credit risk. Variable annuities are regulated under both securities and insurance laws and the related rules and regulations. Variable annuities may offer benefits and features that may or may not have value to you depending on your circumstances, which your IAR will discuss with you. Similar to other investments, commissions are paid for the purchase of variable annuities (excluding fee-based variable annuities) and there are often surrender charges for early liquidation. These charges are clearly listed in the product’s prospectus. You will find additional information about the

risks, commissions, surrender charges, and other expenses in the prospectus.

Similar to mutual funds, insurance companies may charge a variety of fees and charges against the assets invested in the sub-accounts of the insurance contract. As noted above, this typically means there are two layers of advisory fees incurred: one layer by the insurance company and one layer to JWCA for your advisory services.

As described in more detail in “Item 10 - Other Financial Industry Activities and Affiliations,” many of our IARs are also registered representatives with JWCF and licensed to sell general securities products, such as commission-based variable annuities. If your IAR, in their capacity as a representative of JWCF, receives any compensation in connection with the sale of those products, it creates a conflict of interest. To mitigate this conflict of interest, you are not required to purchase any brokerage products through JWCF.

Benefits Received:

Brokerage service providers frequently offer us other products and services that assist us in managing and administering clients’ accounts, but these may not directly benefit your account. JWCA often uses many of these products and services to service all, or a substantial number of, our client accounts, including providing these services for accounts that are not utilizing alternate broker/dealer services. These products and services include software and other technology that:

- (1) provide us access to client account data, such as trade confirmations and account statements;
- (2) facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- (3) provide market reports, pricing and other economic data;
- (4) facilitate payment of our fees from our clients’ accounts; and
- (5) assist with back-office functions, recordkeeping and client reporting.
- (6)

Brokerage service providers also offer a wide variety of other services intended to help us manage and further develop our business enterprise. These services include support and assistance in such areas as: compliance; legal; business consulting; publications; conferences on practice management and business succession, and access to employee benefits providers; human capital consultants; and insurance providers. Brokerage service providers, at times, provide other benefits to us, such as educational events or occasional business entertainment of our personnel. In evaluating whether to recommend a custodian for your assets, JWCA and/or your IAR may take into account the availability of some of these services and other arrangements as part of the total mix of factors considered, in addition to the nature, cost or quality of custody and brokerage services. The availability of these services creates a conflict of interest. However, to

mitigate this conflict, JWCA does not encourage or limit the benefit of these products and services to only clients utilizing a specific brokerage service as their custodian. JWCA allows the use of the market data and other services provided by the brokerage service providers or other institutions with which our clients have accounts for the benefit of all clients.

Unless directed otherwise by you, we seek to negotiate commissions, mark-ups, and other brokerage fees to ensure a reasonable rate based on multiple factors, including execution prices which we review annually to determine their reasonableness.

Soft Dollars:

The Firm may enter into an agreement with our brokerage service providers to allow JWCA to receive certain brokerage and research products and services that qualify under Section 28(e) of the Securities Exchange Act of 1934. These benefits associated with this agreement may not directly benefit you, the client.

Client Referrals:

JWCA receives no referral from our brokerage service providers or third party in exchange for using that broker-dealer or third party.

Expense Sharing:

JWCA has an expense sharing agreement with JWCF in connection with providing us with office space, office equipment, and administrative services in return for JWCA directing securities transactions for execution and clearing to NFS. This agreement provides a financial benefit to JWCA, which does not directly benefit you. However, to mitigate this conflict of interest, you may utilize a different broker-dealer to purchase your securities, as described in more detail below under the “Directed Brokerage” section.

Cash Balances:

Cash Sweep

Cash balances in your advisory account are normally placed in a cash sweep account or, in some instances, cash alternatives such as a money market fund of your choosing. As disclosed above, JWCA does not custody client accounts and you, the investor, have the ability to decide where your account will be custodied. While JWCA does not require you to use any particular custodian, the Firm has a relationship with a broker-dealer, JWCF (see Item 4 above), and JWCF’s clearing firm, NFS.

Cash Sweep Accounts Custodied at NFS through JWCF

The advisory fees you are charged, and any conflicts created as a result of JWCA’s receipt of such fees, in connection with your cash sweep account depend on which entity serves as

custodian for your account and whether or not you maintain a cash balance in your account.

If your advisory account is custodied at NFS, through JWCF, you are able to elect from several options how your cash balances will be held during the time period in which the cash is not invested in securities:

FDIC-Insured Deposit Cash Sweep Accounts:

If your advisory account is custodied at NFS, you can elect to have the cash balance of the account automatically invested in an FDIC-Insured Deposit Cash Sweep Account. If you do not make a specific election, cash will be held in an FDIC-Insured Deposit Cash Sweep Account (QPRMQ) for accounts custodied at NFS, through JWCF, often referred to as a cash sweep account. This account pays you interest on the cash balance of the account. That cash balance, however, also incurs several fees: (1) a management fee, charged by JWCA; (2) an asset-based fee charged by NFS; and (3) certain internal fees paid to each Program Bank in connection with the FDIC-Insured Deposit Cash Sweep Program. (Additional details about this account, including information about fees charged by the account manager, can be found in the Fidelity® Cash Management Account FDIC-Insured Deposit Sweep Program Disclosure).

The recommendation to open a FDIC-Insured Deposit Cash Sweep account and the potential for JWCA to generate fees based on your use of that account creates certain conflicts of interest between you and JWCA and/or between you and your IAR:

(1) JWCA Management Fee. The management fee charged by JWCA to you is determined based on the value of the assets in your advisory account, including any cash balance in an FDIC-Insured Deposit Cash Sweep account. JWCA is incentivized to recommend the FDIC-Insured Deposit Cash Sweep account because use of that account would increase the amount of assets in your advisory account subject to the management fee (thereby increasing the amount of the fee).

(2) NFS Asset Fee: NFS charges a fee on all assets held by JWCA clients in an FDIC-Insured Deposit Cash Sweep account. NFS shares a portion of that fee with JWCF pursuant to a revenue sharing agreement. JWCF receives up to an annual rate of 1.37% across all assets held in FDIC-Insured Cash Sweep. The fee is determined in the aggregate and based on a percentage of the average daily balance. The NFS Asset fee is not shared with JWCA or your IAR, but, because JWCA and JWCF have entered into an expense-sharing agreement (see Item 4 above), there exists a conflict or potential conflict because use of the FDIC-Insured Deposit Cash Sweep account by JWCA clients leads to JWCF receiving additional revenue. As noted above, however, there is no requirement that you use NFS as your custodian; nor is there a requirement that you hold funds in the FDIC-Insured Deposit Sweep account.

(3) Program Bank Fee. The Fidelity Cash Management Account FDIC-Insured Deposits Sweep Program, used by NFS, charges management fees to fund investors. Additional details about these fees, including how they are calculated and charged, can be found in the Fidelity® Cash Management Account FDIC-Insured Deposit Sweep Program Disclosure.

Money Market Sweep Accounts:

For accounts custodied at NFS, as an alternative to the FDIC-Insured Deposit Cash Sweep Account, you may elect to have the cash balance of your account held in a Money Market Sweep account. Like the FDIC-Insured Deposit Cash Sweep Account, Money Market Sweep Accounts have the potential to pay you interest on the cash balance held in the account. Money Market Sweep Accounts are not, however, FDIC insured.

When you open a Money Market Sweep Account for the cash balance of your advisory account, there are several available money market funds and, within those funds, share classes, in which your money can be invested. As disclosed above, JWCF and NFS have entered into a revenue sharing agreement whereby JWCF receives payments from NFS in the form of revenue sharing. With regard to money market accounts, JWCF is compensated if JWCA clients hold assets in the following funds: Fidelity Government Money Market Fund - Daily Money Class (FXBXX), Fidelity Government Money Market Fund – Capital Reserves Class (FZAXX), Fidelity Treasury Money Market Fund – Daily Money Class (FDUXX), Fidelity Treasury Money Market Fund – Capital Reserves Class (FSRXX), and Fidelity Treasury Money Market Fund (FZFX). If you invest in one of these funds in your Money Market Sweep Account, JWCF will receive a payment of up to .50% on Cash Reserve Class and up to .25% on Daily Money Class money market funds. If you invest in a fund that is not part of the revenue sharing agreement, no payment is made to JWCF.

Payments made by NFS to JWCF are determined by calculating the annualized rate based on the average daily net assets held in certain classes of Fidelity core sweep funds (the Capital Reserve Class and Daily Money Class) and are based on the amount of revenue received by NFS from Fidelity.

This revenue sharing agreement between NFS and JWCF creates a conflict of interest because it incentivizes JWCA to select money market fund options that result in JWCF's receipt of revenue sharing payments. Additionally, money market options that result in JWCF receiving revenue sharing are usually more expensive options in terms of cost or fees incurred resulting in a lower yield provided to you, the investor.

If you open a Money Market Sweep Account, you have the option of selecting money market funds that do not result in revenue sharing with JWCF. Funds which do not result in revenue sharing include the Fidelity Government Money Market Fund (SPAXX) and the Fidelity Government Cash Reserve (FDRXX).

Mutual Funds, Index Funds, and ETFs:

Mutual Funds, Index Funds, and ETFs typically charge their shareholders various advisory fees and expenses associated with the establishment and operation of the funds. These fees will generally have a management fee, a shareholder servicing fee, other fund expenses, and sometimes a distribution fee. While we strive to present such instances, if the fund also imposes sales charges, you may pay an initial or deferred sales charge. These separate fees and expenses are fully disclosed in each fund's current prospectus, which is available from your IAR, the fund, or we can provide it to you upon request.

Consequently, for any type of fund investment it is important to understand that you may be paying two levels of advisory fees and expenses: one layer of fees and expenses is paid at the fund level and one layer of advisory fees is paid to JWCA and your IAR. In addition, many mutual funds pay shareholder servicing fees (12b-1 fees) to broker-dealers and their registered representatives in consideration of their services to the fund's shareholders. As described herein, our IARs are also normally registered representatives of JWCF. In the event 12b-1 fees are generated, neither your IAR nor JWCA receive those fees. However, if the mutual fund pays 12b-1 fees to any of our IARs, who are registered representatives for accounts which are categorized as Employee Retirement Income Security Act of 1974 ("ERISA") qualified plan accounts, we apply such fees to offset any management fees for the plan participants. For non-ERISA accounts, we regularly look to ensure you are receiving the mutual fund share class with the lowest overall fees available on the platform your assets are custodied. We do this by monitoring and testing the share classes you are invested in and verifying that you are in the lowest cost share class available for your portfolio. At times, we will switch share classes in your portfolio to ensure the mutual funds in your portfolio are the lowest cost available for that fund, or if not the lowest cost available, the best available option for your portfolio. It is possible that before or after we review your account, you will be in a share class that pays 12b-1 fees, even though a lower cost share class is available. This is a conflict of interest. We remedy this conflict by regularly reviewing the share classes held by clients of JWCA and initiating a share class conversion on applicable client assets from a higher cost share class to a lower cost share class, if we determine that switch would be in the client's best interest.

NFS also offers JWCF access to its No Transaction Fee Program ("NTF Program"). As part of the NTF Program, NFS waives transactions fees that it, and JWCF, would otherwise charge the client for purchases and sales of certain mutual funds available on NFS' platform. Instead of charging a transaction fee, these funds generally have higher internal expenses and NFS shares a portion of the revenue it receives from the NTF Program funds (up to 10bps) with JWCF. The amount shared with JWCF is based on the aggregate of JWCA client balances invested in NTF program funds. Funds participating in this program offer share classes that generally contain higher internal expense than other share classes of the same mutual fund that are not part of the NTF Program. Over time, these higher internal expenses negatively impact the performance of the fund. These mutual funds are

sold under prospectus where the various share classes and internal fees are outlined. The Firm encourages you to review the fund prospectus.

The specific funds that are part of NFS' NTF Program are determined by the mutual fund companies and NFS and not by JWCA or its unaffiliated broker-dealer, JWCF.

JWCF's receipt of these funds from NFS, resulting from the recommendations of the IAR of JWCA, creates a conflict of interest between you and JWCA. JWCA is incentivized to recommend NTF funds that are part of the NTF Program because they result in a revenue payment to JWCF. Additionally, while NTF Program funds do not incur transaction charges, they often have higher internal fees (charged by the fund company) than a similar, non-NTF Program fund, which, again, negatively impact the performance of the fund. Depending on how long you remain invested in the NTF Program fund, you may pay more in fees than you would if you had invested in a non-NTF Program fund, even though there was no charge on the purchase or sale transaction.

The Firm seeks to mitigate these conflicts as outlined below:

- 1) You, as a client, receive a lower transaction charge when you purchase an NTF Program fund compared to purchasing a fund that is not in the NTF Program.
- 2) The Firm does not have proprietary models for using NTFs nor does it promote and or encourage the use of specific mutual funds.
- 3) IARs are not informed about which funds pay a revenue share to JWCF, and therefore do not select which funds to recommend to you based on an expectation of receiving a revenue payment; and
- 4) Certain NTF funds are designated as iNTF. These funds allow you to not incur a transaction charge and are not part of the NTF Program that shares revenue with JWCF and therefore have lower fees and expenses of the share classes of the same funds in the NTF Program. When available, JWCA seeks to hold NTF assets in funds designated as iNTF.

Directed Brokerage:

While our receipt of market reports and other services or products from JWCF, NFS, IWS or other brokerage service providers creates an incentive for your IAR to recommend such institutions to you as custodians for your securities, we mitigate this conflict by allowing you to direct us, in writing, to use a different custodian. JWCA has the ability to accommodate such requests after conducting a due diligence review of the broker-dealer's trading platform, service capabilities, and fees. Upon our written pre-approval, your IAR will have the option to recommend which broker-dealer may be most appropriate for your needs. This relationship will include the broker-dealer serving as custodian and offering brokerage services for your accounts. You should understand that, in the case of such a directed brokerage arrangement, the following conditions will apply:

- You are solely responsible for negotiating the terms and arrangements with these

broker-dealers, and we have no responsibility for reviewing the fairness of those terms and arrangements.

- We will not seek better execution services or prices from other broker-dealers in connection with transactions for your account.
- We will not be able to “block” or “aggregate” transactions for your account with transactions for our other clients not subject to a similar such arrangement.
- We will not monitor the performance of, or services provided by the broker-dealers you choose.
- As a result, you may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for your account than would otherwise be the case.

If required by law or fiduciary duties (including the fiduciary duty provisions under ERISA), we may seek better execution services or better prices from other broker-dealers or “block” your transactions for execution. A block trade involves the sale or purchase of a large number of securities which can subsequently be averaged and equitably distributed to multiple clients to ensure principles of fairness and loyalty are observed by the Advisor. We may also seek better execution services or better prices if the designated broker-dealer is unable or unwilling to affect a particular transaction, which may occur with certain fixed-income securities.

Trade Allocation Policy Review:

JWCA has adopted a trade allocation policy to govern how we handle the aggregation of orders for more than one client’s account. We may aggregate orders for securities transactions for more than one client. In appropriate circumstances, the aggregation may include proprietary accounts (e.g. personal accounts of IARs). We strive to treat each client fairly and will not favor any given client or proprietary account. When executed, we will allocate the aggregated order with the intent to achieve fair treatment. The purpose of aggregating orders is for our administrative convenience and, in some transactions, to obtain better execution for the aggregated order than might be achieved by processing each of the transactions separately. JWCA will not knowingly aggregate orders. A consequence of not aggregating a client’s order with other orders for the same securities is that the client may not obtain as favorable of a price, or as low of a cost in a separate transaction, as clients whose orders have been aggregated.

Each account that participates in an aggregated order will participate at the average share price for all transactions in that security on a given business day. If permitted by the broker- dealer effecting the transaction, transaction costs will be shared on a pro rata basis. Some broker-dealers charge brokerage commissions on each participating client in accordance with the size of that client’s share of the aggregated order, regardless of the total size of the aggregated order. If an aggregated order is not filled in its entirety, it will

be allocated among participating accounts on a fair and equitable basis. This is typically done on a pro rata basis.

Item 13 - Review of Accounts

IARs will provide ongoing investment advice and continuously monitor their clients' portfolios. IARs are required to have a meeting with you, the client no less than annually, which is generally conducted in person, but can be conducted by telephone. At the annual client meeting, the IAR will review the performance of your account and verify that that your portfolio is still consistent with your stated investment objectives, asset allocation, and risk tolerance. JWCA may also review your account based on: material market, economic or political events, or by changes in your financial situation, (such as retirement, termination of employment, physical move, or inheritance) large deposits or withdrawals from your account, or your request for an additional review.

If we provide you with portfolio management services, we may prepare portfolio reports, depending on the size of your account and whether the money manager, broker-dealer, or custodian involved in the relationship regularly produces reports. However, for the most part, we rely on the custodians and third-party investment advisers to send written reports directly to you, or to your IAR, who in turn distributes them to you. Reports provided by JWCA will include security and cash transactions, along with end of period holdings.

Each client of JCWAs advisory services provided on an ongoing basis will receive a quarterly report detailing your advisory account, including assets held, asset value, and calculation of fees. This written report will come from the custodian.

Item 14 - Client Referrals and Other Compensation

Client Referrals:

JWCA must disclose any economic benefits we, or our IARs, receive for providing investment advice and other services to you, as described in "Item 10 - Other Financial Industry Activities and Affiliations." IARs may receive additional compensation from JWCF for the execution of transactions in your account. Additionally, when serving as

licensed insurance agents, accountants, attorneys or in other professional capacities distinct from JWCA, our IARs may receive other forms of compensation. As we described above, while this creates a conflict of interest, we mitigate this conflict by not requiring you to purchase such other products or professional services. We also describe in “ Item 12 -Brokerage Practices” that we receive ancillary benefits, services and products from custodians and broker-dealers.

A potential conflict of interest exists as certain TPIAs or TPIA platforms that you invest with will pay us a marketing fee. Currently AssetMark, Orion Portfolio Solutions, Jackson National, and Howard Capital Management pay marketing fees to us based on the JWCA client assets invested in their TPIA platforms. The amounts paid to us differ with each TPIA. These fees are not greater than 13bps (.13%). For example, if you invest \$10,000, JWCA could be paid up to \$13.00. We help mitigate this conflict because JWCA IARs do not receive any portion of these fees directly, nor are they aware of JWCA’s specific arrangements related to marketing fees. However, your IAR indirectly benefits, as these fees are used to support the costs relating to product review, marketing and training, and annual conference cost.

At times advisers receive economic benefits in the form of promotional items, meals or entertainment, or other non-cash compensation from representatives of mutual fund companies, insurance companies, TPIA’s and direct participation sponsors, as permitted by regulatory rules. Furthermore, the sale of mutual funds, variable insurance products, and other products, at times qualifies our representatives for additional business support and for attendance at seminars, conferences, and entertainment events. You are always free to choose or request programs that offer no direct benefits to the adviser.

Some IARs will receive a higher overall percentage of the management fee split between JWCA and the IAR based on the TPIA platform they recommend, excluding ERISA accounts. Our receipt of the compensation creates a conflict of interest because our IARs will have an incentive to recommend you use some third-party money managers or programs that provide such additional compensation to them. To help mitigate this conflict, JWCA does not share indirect payments, such as marketing fees, with IARs, or require you to use such money managers. Also, you may choose a different management platform that does not pay a higher overall payout percentage to your IAR.

Finally, some of the JWCA IARs will be compensated at different levels, depending on the product or program in which you are invested. This creates a conflict of interest because your IAR may be incented to direct your assets into programs that compensate the IAR at a higher level. However, we mitigate this conflict by charging you the same

level of fee regardless of your IAR's compensation level. We encourage you to ask your IAR about their compensation level in different programs.

Client Referrals - Solicitation Arrangements:

From time to time, we engage "solicitors" to market our advisory services. If we do so, you will receive a separate solicitor's disclosure brochure describing our solicitation arrangements with that entity or individual, the compensation we pay to the solicitor, and the terms of that relationship. You will also receive a copy of this brochure.

Item 15 - Custody

You will receive statements from the broker-dealer, bank, or other qualified custodian that holds and maintains your investment assets. Custodians will issue reports for any month in which there is activity, but not less than quarterly regardless of activity. These reports will reflect all cash, securities transactions and holdings for the period.

We urge you to carefully review these statements and compare these custodial records to any account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies for certain securities.

Item 16 - Investment Discretion

Your IAR will manage your assets on either a discretionary or nondiscretionary basis. Discretionary authority grants your IAR the ability, without obtaining your specific contemporaneous consent, to buy or sell securities for your portfolio as well as the amount of securities to buy or sell in a given transaction. In all cases, however, your IAR is required to exercise discretion that is consistent with your financial profile, account objectives, risk tolerance, any written investment guidelines, and any restrictions you established with us in writing to limit our discretionary authority in relation to your account. You must expressly authorize your IAR, in writing either at the beginning of your advisory relationship for your specific advisory service, or at the time discretion is requested in order for your IAR to trade on a discretionary basis for your account.

You may also be required to sign an agreement with your custodian, which generally includes a limited power of attorney. This limited power of attorney grants your IAR the authority to direct and implement the investment and reinvestment of your assets within the account. It does not grant your IAR the authority to transfer or withdrawal assets from your account.

Item 17 - Voting Client Securities

As a matter of firm policy and practice, JWCA is not responsible to forward or respond to any proxies solicitations resulting from securities held in your account, including proxies for annual meetings or special meetings of shareholders. The custodians will forward proxy solicitation materials to you directly for your response or inquiry. Third-party managers (e.g. TPIAs) may vote proxies if authorized to do so in your agreement.

Item 18 - Financial Information

As an investment adviser, we must provide you with certain financial information or disclosures about our financial condition if we have financial commitments that impair our ability to meet contractual and fiduciary commitments to you. We have not been the subject of a bankruptcy proceeding and do not have any financial commitments that would impair our ability to meet any contractual or fiduciary commitments to you.

